

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
Abacrete Limited

1. Preliminary

- 11 These Articles and (subject to their provisions) the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 ("Table A") constitute the Articles of Association of the Company
- 12 In regulation 1 of Table A, the words "and the articles" shall be deemed to be added to the words "these regulations" in each place where they occur
- 13 Regulations 40, 73 to 80 (inclusive), 87 and 94 to 98 (inclusive) of Table A shall not apply to the Company

2. Shares


- 2.1 The share capital of the Company is £10,000 divided into 2500 Ordinary A Shares of £1.00 each, 2500 Ordinary B Shares of £1.00 each, 2500 Ordinary C Shares of £1.00 each and 2500 Ordinary D Shares of £1.00 each
- 2.2 The directors are, subject to sections 80 and 90 of the Companies Act 1985, generally and unconditionally authorised for the purposes of section 80 of the act to allot relevant securities (within the terms of that section) up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company for the time being. The authority given by this Article shall be for an indefinite period

3. Transfer of Shares

The directors may, in their absolute discretion and without giving any reason, refuse to register a transfer of any shares (whether or not fully paid) to any person

- 3A Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of Shares, nor may they suspend registration of it where the transfer
- (i) is to any bank or institution to which such Shares have been charged by way of security or to any nominee of such a bank or institution (a "Secured Institution"); or
 - (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the Shares, or
 - (iii) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any Shares or proposed transferor of Shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the Shares which are or are to be the subject of any transfer aforesaid to the Members for the time being of the Company or any of them, and no such

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Member shall have any right under the Articles or otherwise howsoever to require such Shares to be transferred to them whether for consideration or not.

4. General Meetings

No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Two persons or, if the Company has only one member, one person entitled to vote at the meeting, being or each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

5. Appointment and Removal of Directors

- 51 A member or members holding not less than a majority in nominal amount of the ordinary shares of the Company for the time being in issue may appoint a person willing to act to be a director and may remove any director (howsoever appointed) from office, without prejudice to any claim for damages he may have for breach of any contract of service between him and the company. The appointment or removal shall be made by an instrument signed by or on behalf of the person or persons making it and delivered to the office.
- 52 The directors may also appoint a person willing to act to be a director.
- 53 A director shall not be required to vacate his office as a director and a person shall not be disqualified from being appointed as a director by reason of his attaining or having attained the age of seventy or any other age.

6. Directors' Gratuities and Pensions

The directors may pay, or agree to pay, gratuities, pensions and other retirement, superannuation, death or disability benefits to any director or former director, to any member of his family (including a spouse or former spouse) or to any person who is or was dependent on him, and may contribute to any scheme or fund and pay premiums for the purchase or provision of any such benefits.

7. Proceedings of Directors

- 71 The directors (including alternate directors), or any of them, may participate in or form a meeting of the directors by means of a conference telephone or any communication equipment which allows all the participants to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be counted in the quorum and be entitled to vote accordingly. The meeting shall be deemed to take place where the group of the highest number of participants is assembled or, if there is no such group, where the chairman of the meeting is then present.
- 72 A director may as a director vote and be counted as one of the quorum upon which a motion in respect of any transaction or arrangement which he enters into or makes with the company or in which he is in any way interested.

8. The Seal

Regulation 101 of Table A shall only apply if the company has a common seal. Whether it does or not, a share certificate may be executed under section 36(A).4 of the Act instead of being sealed.

9. Notices

Any notice to be given to or by any person pursuant to the Articles shall be deemed to be given personally in writing at the time of transmission if it is given by facsimile transmission or comparable means of communication

10. Indemnity

Subject to the provisions of the Act and without prejudice to the provisions of regulation 118 of Table A, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, or liabilities incurred by him in the execution or discharge of his duties or in relation thereto. The Company may purchase and maintain for any such officer or auditor insurance against any liability which by virtue of any rule of law may attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company