

COMPANY LIMITED BY SHARES



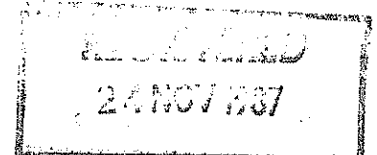
Memorandum of Association

OF

N/ 210781

AGNEW & FARRELLY LIMITED

1. The Company's name is: "AGNEW & FARRELLY LIMITED"
2. The Company's registered office is to be situated in Northern Ireland.
3. The Company's objects are:
 - (A) To manage and develop in all or any of the Company's branches the trade or businesses of builders, building contractors, sub-contractors, civil engineers, public works contractors, land development, masons, quarriers, engineers, timber merchants, sawyers, concrete block manufacturers and manufacturers of all classes of precast concrete, plasterers, brickmakers, decorators, shopfitters, house and land agents, oil, paint and varnish merchants, sanitary equipment merchants, joiners, plumbers, vendors and agents for building materials and builders' providers, general agents, general merchants, and to buy, sell, manipulate, prepare for market, import, export and deal (both wholesale and retail) in articles, merchandise, and commodities of all kinds which can conveniently be dealt in by the Company in connection with any of its objects, and to carry on any other business, whether manufacturing or otherwise, capable of being conveniently carried on in connection with any of the Company's objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or rights.
 - (B) (i) To purchase for development, investment or resale and to traffic in land and house and other property of any tenure and interest therein and to create, sell and deal in freehold and leasehold ground rents and to borrow and make advances upon the security of land or house or other property or any interest therein and generally to deal in traffic by way of sale, purchase, lease, underlease, grant in fee farm, exchange, mortgage or otherwise deal with land and house property and any other property, whether real, chattel real or personal, and generally to carry on business as an Estate Company.
 - (ii) To carry on all or any of the trades or businesses of farmers, graziers, sheep farmers, grass crop driers and dealers of and in veal, venison, cattle, sheep, pigs, poultry, game and all other live and dead stock, and to erect and build abattoirs, freezing houses, warehouses, sheds and other buildings necessary or expedient for the purpose of the Company.



- (C) To carry on any other trade or business whether manufacturing or otherwise which can, in the opinion of the Board of Directors be advantageously carried on by the Company.
- (D) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any company, society, partnership or person carrying on any business which the Company is authorised to carry on or possessed of property suitable for any of the purposes of the Company, and to conduct and carry on, or liquidate and wind up, any such business.
- (E) To purchase, take on lease, take in fee farm or in exchange hire or otherwise acquire and hold for any estate or interest whatsoever any real or personal property and any rights or privileges of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof and in particular any land, buildings, easements, concessions, vehicles, ships, machinery, plant and stock-in-trade.
- (F) To build, construct, alter, set-up, maintain, enlarge, pull down, remove or replace, and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, wharves, electric works and other works and conveniences which may seem calculated directly or indirectly to advance the interests of the Company, and to join with any other person or company in doing any of these things.
- (G) To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, brevets d'invention, trade marks, designs, licences, concessions, and the like, conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
- (H) To acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- (I) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, joint adventure, reciprocal concession or co-operation or for limiting competition with any company, firm or person carrying on or engaged in or proposing to carry on or engage in any business, trade or transaction within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to subscribe for, take or otherwise acquire and hold, sell, deal with or dispose

of any shares or stock in or debentures or other securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.

- (J) To improve, manage, develop, work, lease, mortgage, charge, pledge, grant rights, easements or privileges in respect of or otherwise deal with, all or any part of the property and rights of the Company and also to invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.
- (K) To vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- (L) To acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stocks, Bonds, Obligations, or other securities in or guaranteed by any Company constituted or carrying on business in the United Kingdom and/or any part of the world whether or not such company has objects altogether or in part similar to those of the Company and Debentures, Debenture Stock, Bonds, Obligations or other Securities guaranteed by any Government or Authority, Municipal, local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (M) To lend and advance money or give credit to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested and generally to give guarantees and indemnities.
- (N) To receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company.
- (O) To draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (P) To apply for, promote and obtain any Act of Parliament, charter, privilege, concession, licence or authorisation of any government, state or municipality, provisional order or licence of any Government Department or other authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the

Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company.

- (Q) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise or any person or company that may seem conducive to the objects of the Company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply therewith.
- (R) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants, Solicitors or experts or agents; and also to employ experts to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (S) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- (T) To pay for any property or rights acquired by the Company and to remunerate any person or company whether by cash payment or by allotment of fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by allotment of debentures or any other securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (U) To insure the life of any person who may, in the opinion of the Company, be of value to the Company as having or holding for the Company interests, goodwill or influence or other assets and to pay the premiums on such insurance.
- (V) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company, or was taken over or otherwise acquired by the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish and subsidise and subscribe to any institutions,

associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

- (W) To procure the Company to be registered or recognised in Great Britain, the Republic of Ireland or in any other part of the world.
- (X) To establish, or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures, or other securities of any such other company.
- (Y) To sell, lease, mortgage, grant in fee farm, exchange or otherwise dispose of the real or personal property, assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit and to accept payment for any real or personal property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation whether or not having objects altogether or in part similar to those of the Company and whether or not such shares or stock shall have preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (Z) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (AA) To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or jointly with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (BB) To appoint any person or persons, firm or firms, company or companies to be the attorney or agent of the Company and to act as agents, managers, secretaries, contractors or in similar capacity.

- (CC) To take, make, execute, enter into, commence, carry on, prosecute or defend all steps, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes, and to do all other acts, matters and things which shall at any time appear conducive or expedient for the advantage or protection of the Company.
- (DD) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that:

- (a) the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body or persons, whether corporate or unincorporate, and whether domiciled in Northern Ireland, or elsewhere, and
- (b) The objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

- 4. The liability of the members is limited.
- 5. The Company's share capital is £2,000 divided into 2,000 shares of £1 each.

The Company has power from time to time to increase or reduce its capital and to consolidate or sub-divide the shares into shares of larger or smaller denominations. Any new shares from time to time to be created may from time to time be issued with any such right of preference, whether in respect of dividend or repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued, or with such deferred rights as compared with any other shares previously issued or then about to be issued, or subject to any such conditions or provisions, and with any such right or without any right of voting and generally on such terms as the Company may from time to time determine.

We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

| NAMES AND ADDRESSES OF SUBSCRIBERS | Number of Shares taken by each Subscriber |
|------------------------------------|---|
|------------------------------------|---|

James Agnew

James Agnew,
7, Glen Parade,
Belfast, BT11.

One

James Farrelly

James Farrelly,
42, Hopefield Avenue,
Belfast,
BT15 5AP.

One

TOTAL SHARES TAKEN:

Two

Dated

29/10/1987

Witness to the above signatures:-

Denis Kearney
Solicitor
Belfast

Denis Kearney, Solicitor,
30, Chichester Street,
Belfast.

COMPANY LIMITED BY SHARES

Articles of Association

OF

AGNEW & FARRELLY LIMITED

PRELIMINARY

1. In these Articles and in Table A:

"the Order" means the Companies (Northern Ireland) Order 1986 and any statutory modification or re-enactment for the time being in force thereof.

"Table A" means Table A in The Companies (Tables A to F) Regulations (Northern Ireland) 1986.

2. Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company.

3. Regulations 24, 68, 73 to 78 inclusive, 87, and 118 of Table A shall not apply to the Company, but the articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

4. Subject to the provisions of article 5 and to any directions which may be given by the Company in General Meeting, the Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of Article 90(2) of the Order) and without prejudice to the generality of the foregoing any shares unissued at the date of incorporation of the Company and any shares hereafter created shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons (including the Directors themselves) on such terms and at such times as they think proper, provided that no shares shall be issued at a discount.

5. The maximum nominal amount of share capital which the Directors may allot, grant options or subscription or conversion rights over, create, deal with or otherwise dispose of in accordance with article 4 shall be the total amount stated in clause 5 of the Memorandum of Association of the Company or such other amount as shall be authorised by the Company in General Meeting.

