er of ny } 648121 | 28 JAN 1960 | Form No. 41.

THE COMPANIES ACT 1948.



A 5s. Companies Registration Fee Stamp must be *impressed* here.

DECLARATION of Compliance with the requirements of the Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the Name of the Company.

FARRING DEVELOPMENTS

LIMITED.

d by

HILLEARYS

7 GREAT WINCHESTER STREET

LONDON, E.C.2.

The Solicitors' Law Stationery Society, Limited
Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2; 30 John Dalton Street, Manchester, 2; 31 Charles Street, Cardiff; and 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

13 JAN 1960

I, MICHAEL VIVIAN HILL,

of 7 Great Winchester Street in the City of London

(a) Here insert: "A Solicitor of the "Supreme Court" (or in *Scotland* "a Solicitor") "engaged "in the formation" or "A person named "in the Articles of "Association as a "Director or "Secretary."

Do solemnly and sincerely declare that I am (a) a Solicitor of the Supreme Court engaged in the formation

of FARRING DEVELOPMENTS

Limited,

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at 8 Great Winchester Street in the City of London

the 13th day of January.

one thousand nine hundred and ~~fifty~~ sixty

M. V. Hill

Before me,

Hubert Buckley.

A Commissioner for Oaths [or Notary Public or Justice of the Peace].

/2 REGISTERED 23 JAN 1960

...mber of ...pany } 648121

Form No. 25.

THE STAMP ACT 1891.

(54 & 55 Vict., Ch. 39.)

TEN SHILLINGS

COMPANY LIMITED BY SHARES.

c.f. 15/r

Statement of the Nominal Capital

OF

FARRING DEVELOPMENTS

LIMITED.

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

)TE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

his Statement is to be filed with the Memorandum of Association or other Document when the Company is registered.

...ented by

HILLEARYS

7 Great Winchester S...

London, E.C.2.

THE SOLICITORS' LAW STATIONERY SO...
...Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford ...
...Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; ...
...-30 John Dalton Street, Manchester, 2; 31 Charles Street, C...
PRINTERS AND PUBLISHERS OF COMPANY ...

...64/66 Companies 6

DAMAGED DOCUMENT

THE NOMINAL CAPITAL

OF

FARRING DEVELOPMENTS *Limited*

is £100, *divided into:*

100 *Shares of* One Pound *each*

Shares of *each*

**Signature* J.M. Barker

Description Secretary

Dated the 13th day of January 195[illegible]

...ment should be signed by an Officer of the Company, or ...'s) engaged in the formation.

NOTE.—This margin is reserved for binding and must not be written across.

DAMAGED DOCUMENT

13.

648121

REGISTERED
28 JAN 1960

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

FARRING DEVELOPMENTS LIMITED

1. The name of the Company is "FARRING DEVELOPMENTS LIMITED."

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are—

(A) To acquire by purchase, lease, exchange, hire or otherwise, lands and property of any tenure and wherever situate, or any interest therein; to erect and construct houses, buildings or works of every description on any land of the Company, or upon any other lands or property, and to pull down, rebuild, enlarge, alter and improve existing houses, buildings or works thereon, to convert and appropriate any such land into and for roads, streets, squares, gardens and pleasure grounds and other conveniences, and generally to deal with and improve the property of the Company; to sell, lease, let, mortgage or otherwise dispose of the lands, houses, buildings and other property of the Company; to manufacture, buy and sell bricks, tiles, brick-earth, stone, marble, slates, chalk, sand and other building materials, and to advance money to any person or persons or corporation, either at interest or without, upon the security of freehold or leasehold property by way of mortgage, or upon

COMPANIES REGISTRATION OFFICE
13 JAN 1960

marketable security and in particular to advance money to shareholders in the Company, and others, upon the security of or for the purpose of enabling the person borrowing the same to erect, or purchase, or enlarge or repair any house or building, or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of years of any freehold or leasehold property upon such terms and conditions as the Company may think fit ; to undertake or direct the management of the property, buildings, lands and estates (of any tenure or kind) of any persons, whether members of the Company or not, in the capacity of agents or receivers or otherwise, and to purchase and sell for any persons freehold or other house property, buildings or lands, or any share or shares, interest or interests therein, and to transact on commission or otherwise the general business of a land or estate agent.

(B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

(C) To acquire rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(D) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(E) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(F) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(G) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.

(H) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.

(I) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or of its holding company or subsidiary companies (if any), or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

(J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(K) To invest and deal with the moneys of the Company in or upon such investments or securities and in such manner as may from time to time be determined.

(L) To pay for any property or rights acquired by the Company, either in cash or 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 any 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.

(M) To accept payment for any 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 of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, 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.

(N) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or security of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(O) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(P) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(Q) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(R) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(S) 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.

(T) 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 in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(U) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
Sidney Leonard Clay 89 The Ridgeway, St Albans. Herts. Clerk.	One.
Raymond Brian Richfield 1, Promenade Mansions, Edgwareleway Lane, Edgware, Middx. Salesman.	One

Dated this 13th day of January, 1960.

Witness to the above Signatures—

Name Guy Montague Parker.
Address 29, Oaklands Avenue
Esher Surrey.
Occupation Asst Secretary

6AR121 /4

The Companies Act, 1948

COMPANY LIMITED BY SHARES

REGISTERED
28 JAN 1960

Articles of Association

OF

FARRING DEVELOPMENTS LIMITED

PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part II"), shall apply to the Company.

2. Regulations 3, 5, 24, 53, 71, 75, 79, 88, 96, 97 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, and regulations 2, 3, 4 and 6 (but not regulation 5) of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES.

3. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, to such persons at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount, except as provided by section 57 of the Act. No share or debenture shall be knowingly issued or transferred to or held by any person or corporate body, nor shall any person or corporate body knowingly have or acquire any interest in any share or debenture, in any circumstances in which the Company would by reason thereof lose its status as an exempt Private Company.

4. Subject to the provisions of section 58 of the Act, any Preference Shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN.

5. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER OF SHARES.

6. (A) Subject as in these Articles provided, any share may be transferred to any member of the Company, and any share may be transferred by a member to his or her father or mother, or to any lineal descendant of his or her father or mother, or to his or her wife or husband, and any share of a deceased member may be transferred to the widow or widower or any other such relative as aforesaid of such deceased member or may be transferred to or placed in the names of his or her executors or trustees; and in any such circumstances (but subject as aforesaid) regulation 3 of Table A, Part II, shall not apply save to ensure that the number of members shall not exceed the prescribed limit or to prevent a transfer of shares on which the Company has a lien.

(B) A share shall not be transferred otherwise than as provided in paragraph (A) of this Article unless it first be offered to the members at a fair value to be fixed by the Company's Auditors. Any member desiring to sell a share (hereinafter referred to as a "retiring member") shall give notice thereof in writing to the Company (hereinafter referred to as a "sale notice") constituting the Company his agent for the purpose of such sale. No sale notice shall be withdrawn without the Directors' sanction. The Directors shall offer any share comprised in a sale notice to the existing members, and if within twenty-eight days after the sale notice has been given a purchasing member is found, such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the retiring member, who shall be bound on payment of the fair value to transfer the share to the purchasing member. If the retiring member fails to complete the transfer, the Directors may authorise some person to transfer the share to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share, issuing him a certificate therefor. The retiring member shall deliver up his certificate and shall thereupon be paid the purchase money. If within twenty-eight days after the sale notice has been given the Directors shall not find a purchasing member for the share and give notice accordingly, or if through no default of

the retiring member the purchase is not duly completed, the retiring member may at any time within six months after the sale notice was given, but subject to regulation 3 of Table A, Part II, sell such share to any person and at any price.

(c) No share shall be issued or transferred to any infant, bankrupt or person of unsound mind.

TRANSMISSION OF SHARES.

7. The proviso to regulation 32 of Table A, Part I, shall be omitted.

PROCEEDINGS AT GENERAL MEETINGS.

8. The words " or not carried by a particular majority " shall be inserted after the words " or lost " in regulation 58 of Table A, Part I.

9. Any Ordinary Resolution determined on without any General Meeting and evidenced by writing under the hands of members of the Company holding more than half of the shares of the Company for the time being issued shall be valid and effectual as an Ordinary Resolution duly passed at a General Meeting of the Company.

DIRECTORS.

10. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than seven. The names of the first Directors shall be determined in writing by a majority of subscribers of the Memorandum of Association.

11. The words " in General Meeting " shall be inserted after the words " unless the Company " in regulation 78 of Table A, Part I.

BORROWING POWERS.

12. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS.

13. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed

or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS.

14. The office of a Director shall be vacated—

(1) If by notice in writing to the Company he resigns the office of Director.

(2) If he ceases to be a Director by virtue of section 182 of the Act.

(3) If he becomes bankrupt or enters into any arrangement with his creditors.

(4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.

(5) If he becomes of unsound mind.

(6) If he is removed from office by a resolution duly passed under section 184 of the Act.

15. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

ROTATION OF DIRECTORS.

16. Unless and until otherwise determined by the Company in General Meeting, regulations 89 to 94 and the second sentence of regulation 95 of Table A, Part I, shall be in abeyance and the Directors in office at each Annual General Meeting of the Company shall (unless disqualified by virtue of Article 14) be deemed to be re-elected at such Annual General Meeting.

17. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead.

PROCEEDINGS OF DIRECTORS.

18. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so

appointed from office. An alternate Director appointed under this Article shall be subject in all respects to the terms and conditions existing with reference to the other Directors, and each alternate Director, while acting in the place of an absent Director, shall enjoy all the rights of and exercise all the duties of the Director he represents. Every person acting as an alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

ACCOUNTS.

19. In regulation 127 of Table A, Part I, the words " and shall only have effect subject and without prejudice to the provisions of section 158 (1) (*c*) of the Act " shall be inserted immediately after the words " joint holders of any shares or debentures " at the end of that regulation.

WINDING UP.

20. In regulation 135 of Table A, Part I, the words " with the like sanction " shall be inserted immediately before the words " determine how such division." and the word " members " shall be substituted for the word " contributories."

INDEMNITY.

21. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Sidney Leonard Clay.
89 The Ridgeway, St Albans, Herts.
Clerk.

Raymond Brian Richfield,
1, Promenade Mansions,
Edgwarebury Lane, Edgware, Middx.
Clerk

Dated this 13th day of January, 1960.

Witness to the above Signatures—

Name Guy Montague Barker
Address 24, Oakland Avenue.
Esher. Surrey.
Description Asst: Secretary.

No. C. 173

DUPLICATE FOR THE FILE

No. 648121

Certificate of Incorporation

I Hereby Certify, that

FARRING DEVELOPMENTS LIMITED

is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this Twenty-eighth day of January One Thousand Nine Hundred and Sixty.

ASSISTANT *Registrar of Companies.*

Certificate received by

Date 29/1/60

(P.9764) 40945/2776 23M 4/59 AT&S. 746.

£60·25
COMPANIES REGISTRATION

REGISTERED
11 MAR 1966

9121/14

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Special Resolution

OF

FARRING DEVELOPMENTS LIMITED

Passed 4th March, 1966

At an Extraordinary General Meeting of thea-bove named Company, duly convened, and held at Highfield Road, Golders Green, London, N.W.11, on Friday the 4th day of March, 1966, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION :—

RESOLUTION

That with the consent of the Board of Trade the name of the Company be changed to HOWARD FARROW CONSTRUCTION LIMITED.

Dated this 7th day of March, 1966.

Chairman.

COMPANIES REGISTRATION OFFICE 11 MAR 1966

The Solicitors' Law Stationery Society, Limited, 3 Bucklersbury, E.C.4 CS13500-06570

No. 648121

COMPANY REGISTRATION OFFICE 11 III 66

FEES PAID £ 00·25 COMPANIES REGISTRATION

Reference: C.R. 98/1340/66

BOARD OF TRADE

COMPANIES ACT, 1948

FARRING DEVELOPMENTS LIMITED

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

REGISTERED 15 MAR 1966

HOWARD FARROW CONSTRUCTION LIMITED

Signed on behalf of the Board of Trade

this FIFTEENTH DAY OF MARCH

ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

L. S. Whitfield

Authorised in that behalf by the President of the Board of Trade

C.60

2333 Wt.44366 D.4133 12M 2/65 T.P. Gp.658.

No. C.172

DUPLICATE FOR THE FILE

No. 648121 / 15

Certificate of Incorporation on Change of Name

Whereas

FARRING DEVELOPMENTS LIMITED

was incorporated as a limited company under the

COMPANIES ACT, 1948,

on the TWENTY-EIGHTH DAY OF JANUARY, 1960.

And Whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

HOWARD FARROW CONSTRUCTION LIMITED

Given under my hand at London, this FIFTEENTH DAY OF MARCH ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

L.S. Whitfield

Assistant Registrar of Companies.

Certificate received by

Hillmans

Date 15th March 1966

(452306) D3493, 35421 10m 12/64 S(P&D)L

COMPANIES REGISTRATION OFFICE -4 IV 66

FEE PAID £ 00-25 COMPANIES REGISTRATION

645121

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Ordinary Resolution

OF

HOWARD FARROW CONSTRUCTION LIMITED

REGISTERED 5 APR 1966

Passed 1st April, 1966

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Highfield Road, Golders Green, London, N.W.11, on Friday, the 1st day of April, 1966, the following RESOLUTION was duly passed as an ORDINARY RESOLUTION :—

RESOLUTION

That with a view to acquiring part of the undertaking of Howard Farrow Limited, the capital of the Company be increased from £100 divided into 100 shares of £1 each to £180,000 divided into 180,000 shares of £1 each by the creation of 179,900 new shares of £1 each.

Dated 4th April, 1966.

Chairman.

COMPANIES REGISTRATION OFFICE -5 APR 1966

The Solicitors' Law Stationery Society, Limited, 3 Bucklersbury, E.C.4 CS13810-07832

Number of Company 648121

Form No. 10

THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the Name of the Company

HOWARD FARROW CONSTRUCTION

LIMITED

REGISTERED
5 APR 1966

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by

HILLEARYS,
CITY-GATE HOUSE,
FINSBURY SQUARE,
LONDON E.C.2.

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 26-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

D11425.10-12-65 Companies 5A

P.T.O.

To THE REGISTRAR OF COMPANIES.

HOWARD FARROW CONSTRUCTION Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act, 1948, that by a * Ordinary Resolution of the Company dated the 1st day of April 1966 the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 179,900 beyond the Registered Capital of £100

*"Ordinary", "Extraordinary", or "Special".

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
179,900	ordinary	£1

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows:—

NIL

. If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature [signature]

State whether Director or Secretary SECRETARY

Dated the 1st day of April 1966

Note.—This margin is reserved for binding and must not be written across

Re 700645/66.

Number of Company 648121 / 20

Form No. 26a



THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

HOWARD FARROW CONSTRUCTION

LIMITED

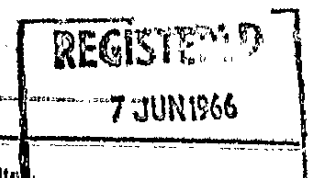
Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

HILLEARYS,
CITY GATE HOUSE,
FINSBURY SQUARE,
LONDON, E.C.2.



The Solicitors' Law Stationery Society, Limited,
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 22 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 20 North
John Street, Liverpool, 2; 23-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies 68

[P.T.O.

14/6

THE NOMINAL CAPITAL

OF

HOWARD FARROW CONSTRUCTION *Limited*

has by a Resolution of the Company dated 1st April 196 6 *been increased by the addition thereto of the sum of* £179,900, *divided into :—*

179,900 *Shares of* £1 *each*

Shares of *each*

beyond the registered Capital of £100

Signature J.M.Barker.

(State whether Director or Secretary) Secretary

Dated the 1st day of April 196 6

Note—This margin is reserved for binding and must not be written across

£ 00·25
REGISTRATION

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Resolutions

OF

HOWARD FARROW CONSTRUCTION LIMITED

REGISTERED
15 SEP 1966

Passed 8th September, 1966

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Highfield Road, Golders Green, London, N.W.11, on Thursday, the 8th day of September, 1966, the following RESOLUTION No. 1 was passed as an ORDINARY RESOLUTION and the RESOLUTIONS Nod. 2 and 3 were passed as SPECIAL RESOLUTIONS :—

ORDINARY RESOLUTION

1. That the capital of the Company be increased from £180,000 divided into 180,000 shares of £1 each to £300,000 divided into 300,000 shares of £1 each by the creation of 120,000 new shares of £1 each.

SPECIAL RESOLUTIONS

2. That—

(A) henceforward the capital of the Company shall be divided into three classes of shares consisting of—

(i) the 75,000 shares of £1 each numbered 1 to 75,000 (inclusive) and already issued which shall be called "A" Ordinary Shares;

(ii) the 120,000 new unissued shares of £1 each created by the preceding Resolution to be numbered 180,001 to 300,000 (inclusive) which shall be called "B" Ordinary Shares; and

15 SEP 1966

(iii) the remaining 105,000 shares in the Company of £1 each numbered 75,001 to 180,000 (inclusive) and already issued which shall be called "C" Ordinary Shares;

and there shall be attached to the shares of each of the said classes the respective rights and privileges and duties and obligations specified in relation thereto in the Articles of Association of the Company adopted by this Resolution; and

(B) the regulations contained or incorporated in the printed document of which a copy has been produced to this meeting and subscribed by the Chairman of the meeting for identification be and the same are hereby adopted as the Articles of Association of the Company in substitution for the regulations contained or incorporated in its existing Articles of Association, and to the exclusion thereof.

3. That, the Directors having so recommended, it is desirable to capitalise £120,000 part of the sum of £198,760 standing to the credit of the Company's share premium account and that accordingly the Directors be and are hereby authorised and directed to appropriate the said sum to the members being the holders of the issued "A" Ordinary Shares and "C" Ordinary Shares in the proportions in which that sum would have been divisible amongst them had the same been applied or applicable in paying dividends, and to apply such sum on their behalf in paying up in full the 120,000 unissued "B" Ordinary Shares to be allotted and distributed credited as fully paid up as bonus shares to and amongst such members in the proportion of two such "B" Ordinary Shares for each three (whether "A" Ordinary Shares or "C" Ordinary Shares) already held.

Dated this 8th day of September, 1966.

Chairman.

The [illegible] Law Stationery Society, Limited, 9 Bucklersbury, E.C.4 C816942-4403

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

HOWARD FARROW CONSTRUCTION LIMITED

(Adopted by Special Resolution passed on the 8th day of September, 1966)

PRELIMINARY.

Table A not to apply

1. The regulations in Table A in the First Schedule to the Companies Act, 1948, shall not apply to the Company.

Interpretation

2. In these presents, if not inconsistent with the subject or context, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS	MEANINGS
The Statutes ..	The Companies Act, 1948, and every other Act for the time being in force concerning companies and affecting the Company.
These presents ..	These Articles of Association, as originally framed or as from time to time altered by Special Resolution.
Office	The registered office of the Company.
Seal	The Common Seal of the Company.
The United Kingdom	Great Britain and Northern Ireland.

Words	Meanings
Month	Calendar month.
Year	Calendar year.
In writing	Written or produced by any substitute for writing or partly one and partly another.
Dividend ..	Dividend and/or bonus.
Paid	Paid or credited as paid.

The expressions "debenture" and "debenture-holder" shall include "debenture stock" and "debenture stockholder."

The expression "Secretary" shall include any person appointed by the Directors to perform any of the duties of the Secretary and where two or more persons are appointed to act as joint Secretaries, shall include any one of those persons.

All such of the provisions of these presents as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" shall be construed accordingly.

Save as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

The marginal notes are inserted for convenience only and shall not affect the construction of these presents.

PRIVATE COMPANY.

Restrictions on Private Company

3. The Company is a Private Company, and accordingly :—

(A) The right to transfer shares in the Company shall be restricted in manner hereinafter prescribed.

(B) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of that employment to be members of the Company) is limited to fifty, so, however, that where two or more persons hold one or more shares in the Company jointly they shall for the purposes of this paragraph be treated as a single member.

(C) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

CAPITAL.

Capital

4. (A) The authorised share capital of the Company is £300,000, divided into 75,000 "A" Ordinary Shares of £1 each, 120,000 "B" Ordinary Shares of £1 each and 105,000 "C" Ordinary Shares of £1 each.

(B) The said "A" Ordinary Shares, the said "B" Ordinary Shares and the said "C" Ordinary Shares shall rank *pari passu* in all respects as one class of shares save as otherwise expressly provided for by these presents. The profits of the Company available for dividend and resolved to be distributed shall be distributed by way of dividend among the respective holders of the "A" Ordinary Shares, the "B" Ordinary Shares and the "C" Ordinary Shares (treated as one class) pro rata and on a return of assets on liquidation or otherwise the assets of the Company available for distribution shall belong to and be distributed among the respective holders of the "A" Ordinary Shares, the "B" Ordinary Shares and the "C" Ordinary Shares (treated as one class) pro rata as aforesaid.

Issue of shares

5. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares for the time being issued (which special rights may be varied or abrogated only in the manner provided by the next following Article), any share in the Company may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the Company may from time to time by Special Resolution determine, and subject to the provisions of the Statutes the Company may issue Preference Shares which are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as the Company before the issue thereof may by Special Resolution determine.

Redeemable Preference Shares

VARIATION OF RIGHTS.

How special rights of shares may be varied

6. If at any time the share capital of the Company is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied or abrogated, either with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of a Special Resolution passed at a separate General Meeting of the holders of the shares of the class but not otherwise. To every such

separate General Meeting the provisions of these presents relating to General Meetings of the Company and to the proceedings thereat shall *mutatis mutandis* apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting a quorum as above defined is not present, any two holders of shares of the class present in person or by proxy shall be a quorum) and that any holder of shares of the class present in person or by proxy may demand a poll, and that every such holder shall on a poll have one vote for every share of the class held by him.

Creation or issue of further shares

7. The rights conferred upon the holders of the shares of any class with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or all respects *pari passu* therewith but in no respect in priority thereto.

ALTERATION OF CAPITAL.

Power to increase capital

8. The Company may from time to time by Special Resolution increase its capital by such sum to be divided into shares of such amounts as the resolution shall prescribe.

Rights and liabilities attached to new shares

9. All new shares shall be subject to the same provisions of these presents with reference to allotment, payment of calls, lien, transfer, transmission, forfeiture and otherwise as the shares in the original share capital.

10. The Company may by Special Resolution—

Power to consolidate shares

(A) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.

Power to cancel shares

(B) Cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken, by any person and diminish the amount of its capital by the amount of the shares so cancelled.

Power to sub-divide shares

(C) Sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association (subject, nevertheless, to the provisions of the Statutes), and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such

preferred or other special rights over, or may have such deferred rights, or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.

Power to reduce capital

11. The Company may by Special Resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner and with, and subject to, any incident authorised and consent required by the Statutes.

SHARES.

12. Save as the Company by Extraordinary Resolution otherwise direct all new shares shall before issue be offered to the existing members holding Ordinary Shares in proportion to their existing holdings of such shares, and so that any "A" Ordinary Shares to be issued shall first be offered to the members holding "A" Ordinary Shares and any "B" Ordinary Shares to be issued shall first be offered to members holding "B" Ordinary Shares and any "C" Ordinary Shares to be issued shall first be offered to members holding "C" Ordinary Shares. Every such offer shall be made by notice in writing specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to have been declined; and after the expiration of that time or on the receipt of an intimation from the member concerned that he declines to accept the shares offered the Directors may dispose of those shares in such manner as they think most beneficial to the Company.

Power to pay commissions and brokerage

13. The Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company, or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares or debentures in the Company, but so that if the commission shall be paid or payable out of capital the statutory conditions and requirements shall be observed and complied with, and the commission shall not exceed 10 per cent. on the shares or debentures in each case subscribed or to be subscribed. The Company may also on any issue of shares pay such brokerage as may be lawful.

Exclusion of equities

14. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these presents, or by law otherwise provided) any other rights in respect of any share, except an absolute right to the entirety thereof in the registered holder.

CERTIFICATES.

Issue of certificates

15. Every person whose name is entered as a member in the register of members shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares of one class or several certificates each for one or more of his shares of any one class. Where a member transfers part only of the shares comprised in a certificate the old certificate shall be cancelled and a new certificate for the balance of shares issued in lieu without charge. Every certificate shall be issued under the seal and bear the signatures of two Directors or one Director and the Secretary and shall specify the shares to which it relates, and the amount paid up thereon. Provided that in the case of a share held jointly by several persons, the Company shall not be bound to issue more than one certificate therefor and delivery of a certificate to one of such persons shall be sufficient delivery to all.

Renewal of certificates

16. If a share certificate be defaced, lost or destroyed, it may be renewed on such terms, if any, as to evidence and indemnity and the payment of out-of-pocket expenses of the Company of investigating evidence as the Directors think fit.

CALL ON SHARES.

Calls

17. The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call on any shares shall exceed one-fourth of the nominal value of the shares or be payable at less than one month from the date fixed for the payment of the last preceding call and each member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.

Time when made

18. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed, and may be required to be paid by instalments.

Liability of joint holders

19. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

Interest on calls

20. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate, not exceeding 9 per cent. per annum, as the Directors determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.

Sums due on allotment to be treated as calls

21. Any sum (whether on account of the nominal value of the share or by way of premium) which by the terms of issue of a share becomes payable upon allotment or at any fixed date shall for all the purposes of these presents be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable, and in case of non-payment all the relevant provisions of these presents as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

Power to differentiate

22. The Directors may on the issue of shares differentiate between the holders as to the amount of calls to be paid, and the times of payment.

Payment in advance of calls

23. The Directors may if they think fit receive from any member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become payable) pay interest at such rate not exceeding (unless the Company in General Meeting otherwise directs) 9 per cent. per annum, as may be agreed upon between the Directors and the member paying such sum in advance.

FORFEITURE AND LIEN.

Notice requiring payment of calls

24. If a member fails to pay in full any call or instalment of a call on the day appointed for payment thereof, the Directors may at any time thereafter during such time as any part of the call or instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest and expenses which may have accrued.

Notice to state time and place for payment

25. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares on which the call was made will be liable to be forfeited.

Forfeiture on non-compliance with notice

26. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before forfeiture.

Sale of shares forfeited

27. A share so forfeited may be sold, issued or otherwise disposed of, either to the person who was before such forfeiture the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and at any time before a sale, issue or disposition the forfeiture may be cancelled on such terms as the Directors think fit. The Directors may, if necessary, authorise some person to transfer a forfeited share to any such other person as aforesaid.

Rights and liabilities of members whose shares have been forfeited

28. A person whose shares have been forfeited shall cease to be a member in respect of the shares, but shall notwithstanding the forfeiture remain liable to pay to the Company all moneys which at the date of forfeiture were presently payable by him to the Company in respect of the shares, with interest thereon at 9 per cent. per annum (or such lower rate as the Directors may approve) from the date of forfeiture until payment but the Directors may waive payment of such interest either wholly or in part and the Directors may enforce payment without any allowance for the value of the shares at the time of forfeiture. His liability shall cease if and when the Company receives payment in full of all such moneys in respect of the shares.

Company's lien

29. The Company shall have a first and paramount lien on every share (whether or not fully paid) for all moneys, whether presently payable or not, called or payable at a fixed time in respect of that share; and the Company shall also have a first and paramount lien on all shares (whether or not fully paid) standing registered in the name of a single member for all moneys presently payable by him or his estate to the Company. The Company's lien, if any, on a share shall extend to all dividends payable thereon. The Directors may at any time declare that any share shall be wholly or in part exempt from the provisions of this Article.

Sale of shares subject to lien

30. The Company may sell in such manner as the Directors think fit any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of

the amount in respect of which the lien exists as is presently payable, and giving notice of intention to sell in default, has been given to the holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.

Application of proceeds of such sale

31. The net proceeds of such sale after payment of the costs of such sale shall be applied by the Company in or towards payment or satisfaction of such part of the amount in respect of which the lien exists as is presently payable, and any residue shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the time of the sale. For giving effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser.

Title to shares forfeited or surrendered or sold to satisfy a lien

32. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share has been duly forfeited or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and may appoint a person to execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-issue or disposal of the share.

Further provisions as to forfeiture

33. The provisions of these presents as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, become payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

TRANSFER OF SHARES.

Form of transfer

34. All transfers of shares may be effected by transfer in writing in the usual common form (or in such other form as the Directors may approve) and may be under hand only.

Execution

35. The instrument of transfer of a share shall be signed by or on behalf of the transferor and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

36. The Directors may decline to recognise any instrument of transfer, unless—

Deposit of transfer

(A) the instrument of transfer is deposited at the office or at such other place (if any) as the Directors may appoint accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer (and if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and

(B) the instrument of transfer is in respect of only one class of share.

37. All instruments of transfer which are registered may be retained by the Company.

Suspension of registration

38. The registration of transfers may be suspended at such times and for such period as the Directors may from time to time determine and either generally or in respect of any class of shares, provided always that such registration shall not be suspended for more than thirty days in any year.

Transfer to nominee of a member

39. Any member of the Company shall have the right from time to time—

(A) To transfer all or any of his "A" Ordinary Shares to a member holding "A" Ordinary Shares and all or any of his "B" Ordinary Shares to a member holding "B" Ordinary Shares, and all or any of his "C" Ordinary Shares to a member holding "C" Ordinary Shares.

(B) To transfer all or any of his shares to any Director or Directors of the Company appointed by him pursuant to Article 75 hereof as nominee or nominees to whom no beneficial interest in the share or shares passes but who holds them as bare trustee for the transferor. Any share so transferred may at any time be re-transferred to the member concerned or may be transferred by any nominee or nominees as aforesaid to any other nominee or nominees as aforesaid of the member concerned.

(C) Being a corporation to transfer all or any of its shares—

(i) to any wholly-owned subsidiary or subsidiaries (as defined by the Statutes) of such corporation;

(ii) to its holding company (as defined by the Statutes);

(iii) to any other wholly-owned subsidiary or subsidiaries of its holding company.

Any shares so transferred may be at any time transferred to the corporation concerned or may be transferred by such subsidiary or subsidiaries or its holding company to any other wholly-owned subsidiary or subsidiaries of the corporation concerned or of its holding company.

(D) Being a corporation which is being wound up to transfer all or any of its shares to its members or any of them by way of division of its assets in specie or kind in the course of such winding up; the Directors shall accept as sufficient evidence that any transfer is a transfer to which this paragraph applies a certificate to that effect signed by the liquidator of the corporation concerned.

Directors' power to decline to register

40. (A) The Directors shall be bound to register any transfer of shares in the Company made pursuant to Article 39 or Article 41 hereof subject always however to paragraph (B) of this Article and Article 3 hereof.

(B) The Directors may decline to register any transfer of shares (whether fully paid or not) where—

(i) the Company has a lien on any such shares;

(ii) the registration of such transfer would cause the number of members of the Company to exceed the number permitted by these presents;

(iii) the transfer is not made pursuant to Article 39 or Article 41 hereof.

(C) If the Directors refuse to register a transfer they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.

Transfer of shares by a member—pre-emption rights

41. (A) If at any time a member (hereinafter called "the proposing transferor") shall desire to sell or transfer all or any of the shares in the Company registered in his name or in the name of his nominee other than by a transfer authorised by Article 39 hereof he shall serve the Company with a notice in writing (hereinafter called "the transfer notice") of his desire specifying the shares he desires to sell or transfer and such notice shall not be revocable without the sanction of the Directors and shall constitute the Company as agent to sell such shares subject to the following provisions:—

(i) So far as the transfer notice comprises any "A" Ordinary Shares or "C" Ordinary Shares such shares shall be

offered in the first instance to all the members holding "B" Ordinary Shares in proportion (so far as circumstances permit) to their then existing holdings of "B" Ordinary Shares in the capital of the Company and each member holding "B" Ordinary Shares shall either accept or reject all (but not a part only) of such "A" Ordinary Shares or "C" Ordinary Shares offered to him. If any member holding "B" Ordinary Shares does not accept such offer such shares shall be dealt with as provided by paragraph (C) of this Article.

(ii) So far as the transfer notice comprises any "B" Ordinary Shares such shares shall be offered in the first instance to all the members holding "A" Ordinary Shares in proportion (so far as circumstances permit) to their then existing holdings of "A" Ordinary Shares in the capital of the Company and each member holding "A" Ordinary Shares shall either accept or reject all (but not a part only) of such "B" Ordinary Shares offered to him. If any member holding "A" Ordinary Shares does not accept such offer such shares shall be dealt with as provided by paragraph (C) of this Article.

(iii) Any offer made under sub-paragraphs (i) and (ii) hereof shall be in writing and shall be accepted by notice in writing to the Company within fourteen days of the offer being served and if not so accepted shall be deemed to have been refused.

(iv) If any offer is accepted the proposing transferor shall be bound to transfer the "A" "B" or "C" Ordinary Shares accepted and the member accepting the offer shall be bound to pay for the shares so accepted such price as may be agreed upon between the proposing transferor and such member or in default of agreement a price which a chartered accountant (acting as an expert and not as an arbitrator) to be nominated by the President for the time being of the Institute of Chartered Accountants shall certify to represent the fair value thereof at the date of the transfer notice having regard to the value of the business as a going concern as at the date of the first transfer notice and having no regard to the fact that any shares agreed to be sold hereunder comprise a minority interest in the share capital of the Company.

(B) If in any case the proposing transferor fails to carry out the sale of any shares which he shall have become bound to transfer under paragraph (A) of this Article the Directors may authorise some

person to execute a transfer or transfers of the shares to the purchasing member or members and the Company may receive the purchase money and shall thereupon cause the name of the member accepting such shares to be entered in the register as the holder thereof and shall hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the person accepting such shares and after his name has been entered in the register in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

(C) To the extent to which any "A," "B" or "C" Ordinary Shares shall not be accepted under the provisions of paragraph (A) of this Article the proposing transferor may within six months thereafter dispose of such shares to any third party and the Directors shall register promptly any transfer of such shares made pursuant to this paragraph (C).

TRANSMISSION OF SHARES.

Transmission on death

42. In case of the death of the shareholder, the survivors or survivor, where the deceased was a joint holder, and the personal representatives of the deceased, where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his interest in the shares, but nothing in this Article shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share held by him.

Registration of executors and trustees in bankruptcy

43. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the Directors shall in either case have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy as the case may be.

Registration of person entitled on death or bankruptcy of a member

44. If the person so becoming entitled elects to be registered himself he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he elects to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these presents relating to the right to transfer and the registration of transfers of shares shall be applicable to any such

notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.

Rights of unregistered executors and trustees

45. Save as otherwise provided by or in accordance with these presents, a person becoming entitled to a share by reason of the death or bankruptcy of a member (upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share) shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share except that he shall not before being registered as a member in respect of the share be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company, so that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

STOCK.

Power to convert into stock

46. The Company may by Special Resolution convert any paid-up shares into stock, and may from time to time by like resolution reconvert any stock into paid-up shares of any denomination.

Transfer of stock

47. The holders of stock may transfer the same or any part thereof in the same manner, and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit; and the Directors may from time to time fix the minimum amount of stock transferable.

Rights of stockholders

48. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividend, return of capital, voting and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except as regards dividend and return of capital) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such privilege or advantage.

GENERAL MEETINGS.

Annual General Meetings

49. An Annual General Meeting shall be held once in every year at such time (within a period of not more than fifteen months

after the holding of the last preceding Annual General Meeting) and place as may be determined by the Directors. All other General Meetings shall be called Extraordinary General Meetings.

Extraordinary General Meetings

50. The Directors may whenever they think fit, and shall on requisition in accordance with the Statutes, proceed to convene an Extraordinary General Meeting.

NOTICE OF GENERAL MEETINGS.

Notice

51. An Annual General Meeting and any General Meeting at which it is proposed to pass a Special Resolution shall be called by twenty-one days' notice in writing at the least, and any other General Meeting by fourteen days' notice in writing at the least (exclusive in either case of the day on which it is served or deemed to be served and of the day for which it is given) given in manner hereinafter mentioned to the Auditors and to all members other than such as are not under the provisions of these presents entitled to receive such notices from the Company: Provided that a General Meeting shall, notwithstanding that it is called by a shorter notice than that specified above, be deemed to have been duly called if it is so agreed—

Short notice

(A) in the case of an Annual General Meeting by all the members entitled to attend and vote thereat; and

(B) in the case of any other General Meeting by a majority in number of the members having a right to attend and vote at the meeting being a majority holding not less than 95 per cent. in nominal value of the shares giving that right.

Omission or non-receipt of notice

Provided also that the accidental omission to give notice to, or the non-receipt of notice by, any person entitled thereto shall not invalidate the proceedings at any General Meeting.

Contents of notice

52. (A) Every notice calling a General Meeting shall specify the place and the day and hour of the meeting, and there shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company.

(B) In the case of an Annual General Meeting, the notice shall also specify the meeting as such.

(c) In the case of any General Meeting at which business other than routine business is to be transacted, the notice shall specify the general nature of such business; and if any resolution is to be proposed as a Special Resolution, or as an Extraordinary Resolution, the notice shall contain a statement to that effect.

Routine business

53. Routine business shall mean and include only business transacted by an Annual General Meeting of the following classes, that is to say:—

(A) Declaring dividends.

(B) Reading, considering and adopting the balance sheet, the reports of the Directors and Auditors, and other accounts and documents required to be annexed to the balance sheet.

(C) Appointing Auditors and fixing the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed.

PROCEEDINGS AT GENERAL MEETINGS.

Quorum

54. No business shall be transacted at any General Meeting unless a quorum is present. Two members present in person or by proxy, of whom (in the case of any meeting held after one or more "B" Ordinary Shares shall have been issued, but not otherwise) one holds or represents not less than 51 per cent. of the "A" Ordinary Shares for the time being issued and the other not less than 51 per cent. of the "B" Ordinary Shares for the time being issued, shall be a quorum for all purposes.

Dissolution if quorum not present

55. If within fifteen minutes from the time appointed for a General Meeting a quorum is not present, the meeting shall be dissolved.

Chairman

56. The Chairman of the Directors, failing whom the Deputy Chairman, shall preside as Chairman at a General Meeting. If there be no such Chairman or Deputy Chairman or if at any meeting neither be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall choose one of their number (or, if no Director be present or if all the Directors present decline to take the Chair, the members present shall choose one of their number) to be Chairman of the meeting.

57. The Chairman of the meeting may with the consent of any General Meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. Adjournments

58. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by either— Method of voting

(A) the Chairman of the meeting ; or

(B) any member present in person or by proxy and entitled to vote.

Unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution. The demand for a poll may be withdrawn.

59. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall not have a second or casting vote. No casting vote for Chairman

60. If a poll is duly demanded it shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman of the meeting may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman of the meeting may (and if so directed by the meeting shall) appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll. How poll to be taken

61. A poll shall not be demanded on the election of a Chairman. A poll demanded on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either Time for taking a poll

immediately or at such subsequent time (not being more than thirty days from the date of the meeting) and place as the Chairman may direct. No notice need be given of a poll not taken immediately.

Continuance of business after demand for poll

62. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS.

Voting rights of members

63. Subject to any special rights or restrictions as to voting attached by or in accordance with these presents to any class of shares, on a show of hands every member who is present in person shall have one vote and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder.

Voting rights of joint holders

64. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.

Voting rights of lunatic member

65. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, *curator bonis* or other person in the nature of a committee or *curator bonis* appointed by such court, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting or for the taking of the poll at which it is desired to vote.

No right to vote where a call is unpaid

66. No member shall, unless the Directors otherwise determine, be entitled to vote at a General Meeting either personally or by proxy or to exercise any privilege as a member unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

Votes on a poll

67. On a poll votes may be given either personally or by proxy and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

Proxy need not be a member

68. A proxy need not be a member of the Company.

69. An instrument appointing a proxy shall be in writing in the usual common form or in any other form which the Directors may accept and— Form of proxies

(A) in the case of an individual shall be signed by the appointor or by his attorney; and

(B) in the case of a corporation shall be either given under its common seal or signed on its behalf by an attorney or officer of the corporation.

The Directors may, but shall not be bound to, require evidence of the authority of any such attorney or officer. The signature on such instrument need not be witnessed.

70. An instrument appointing a proxy must be left at the office or such other place (if any) as is specified for that purpose in the notice convening the meeting not less than forty-eight hours before the time appointed for the holding of the meeting or adjourned meeting or for the taking of the poll at which it is to be used, and in default shall not be treated as valid. Deposit of proxies

71. An instrument appointing a proxy shall be deemed to include the right to demand or join in demanding a poll and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates. Effect of proxies

72. A vote cast by proxy shall be valid notwithstanding the previous death or insanity of the principal or the revocation of the appointment of the proxy or of the authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given if no intimation in writing of such death, insanity, revocation or transfer is received by the Company at the office at least one hour before the commencement of the meeting or adjourned meeting or the time appointed for the taking of the poll at which the proxy is used. Intervening death or insanity of principal not to affect votes cast by proxy

CORPORATIONS ACTING BY REPRESENTATIVES.

73. Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting or meetings of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as the corporation could exercise if it were an individual member of the Company. Representatives

DIRECTORS.

Number of Directors

74. Unless and until the Company shall by Ordinary Resolution otherwise resolve the number of Directors of the Company shall not be less than two or greater than nine.

Appointment of Directors

75. (A) The holders of a majority of the class or classes of shares shown in the first column below shall be entitled by notice in writing signed by them and left at the office to appoint the number of Directors shown in the second column below, and by like notice to remove any Directors so appointed or deemed to have been appointed by them and at any time and from time to time by like notice to appoint any other person to be a Director in the place of any Director who has died or vacated office in any way and who was originally appointed or deemed to have been appointed by them :—

Column 1	*Column 2*
Class of Shares	*Number of Directors*
"A" Ordinary Shares	Two
"B" Ordinary Shares	Two
"C" Ordinary Shares	Two

(B) A majority of the Directors for the time being appointed or deemed to have been appointed under the preceding paragraph shall be entitled by notice in writing signed by them and left at the office to appoint three Directors and by like notice to remove any Directors so appointed or deemed to have been appointed by them and at any time and from time to time by like notice to appoint any other person to be a Director in the place of any Director who has died or vacated office in any way and who was originally appointed or deemed to have been appointed by them.

(C) Of the Directors of the Company at the date of the adoption of this Article Leslie Howard Farrow and Noel Stanley Farrow shall be deemed to have been appointed by the holders of "A" Ordinary Shares, Charles Hamilton Sutton Hawkins and George Charles ~~Sutton~~ Hawkins by the holders of "C" Ordinary Shares, and Ivan Tomlin Eric Leslie Pryor and John Edgar Sanders by the Directors for the time being appointed or deemed to have been appointed under paragraph (B) hereof.

Tenure of office

76. Every Director appointed pursuant to Article 75 hereof shall hold office until he is either removed in manner provided by that Article or by the Statutes or dies or vacates office pursuant to Article 85 hereof but the provisions of this Article may be relaxed or varied to any extent by agreement in writing between the holders

of a majority of the "A" Ordinary Shares for the time being issued and the holders of a majority of the " B " Ordinary Shares for the time being issued and the holders of a majority of the " C " Ordinary Shares for the time being issued.

No share qualification

77. No Director shall be required to hold a share qualification.

Remuneration of Directors

78. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company, and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office.

Expenses

79. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors, or of any committee of the Directors, or General Meetings, or otherwise in or about the business of the Company.

Extra remuneration

80. Any Director who is appointed to any executive office including the office of Chairman or who serves on any committee or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.

Pensions for Directors

81. The Directors shall have power to pay and agree to pay pension or other retirement, superannuation, death or disability benefits to or to any person in respect of any Director or ex-Director who may hold or have held any executive office or any office of profit under the Company or any subsidiary company and for the purpose of providing any such pensions or other benefits to contribute to any scheme or fund or to pay premiums.

Power of Directors to hold offices of profit and to contract with the Company

82. A Director (or alternate Director) may contract or be interested in any contract or arrangement with the Company or with any company owning directly or indirectly any share or shares in the capital of the Company or any other company in which the Company may be interested and hold any office or place of profit (other than the office of Auditor of the Company) under, and he or any firm of which he is a member may act in a professional capacity for, the Company, or any such other company and (unless otherwise agreed) he may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom.

EXECUTIVE OFFICE.

Appointment to executive office

83. (A) The Directors may from time to time appoint one of their body to the office of Managing Director on such terms and for such period as they may determine, provided that such appointment shall automatically terminate if the holder shall cease from any cause to be a Director but without prejudice to any claim for damages for breach of any contract of service between him and the Company.

(B) The Directors may from time to time appoint any one of their body to an executive office (other than that of Managing Director) on such terms and for such period as they may determine. The appointment of any Director to any such executive office shall be subject to termination if he cease from any cause to be a Director, unless the contract or resolution under which he holds office shall expressly state otherwise, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.

Powers of executive Directors

84. The Directors may entrust to and confer upon a Director holding any executive office including that of Joint Managing Director any of the powers (other than the power to make calls on or to forfeit shares or the powers exercisable by the Directors under Article 98 hereof) exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

RETIREMENT OF DIRECTORS.

Vacation of office of Director

85. The office of a Director shall be vacated in any of the following events, namely :—

(A) If he become prohibited by law from acting as a Director.

(B) If (not being an Executive Director holding office as such for a fixed term) he resign by writing under his hand left at the office.

(C) If he have a receiving order made against him or compound with his creditors generally.

(D) If he become of unsound mind.

(E) If he be absent from meetings of the Directors for six months without leave, and the Directors resolve that his office be vacated.

(F) If he be removed from office as a Director pursuant to the provisions of Article 75 hereof.

ALTERNATE DIRECTORS.

Provisions for appointing and removing alternate Directors

86. (A) Any Director may, with the consent of the holders of a majority of the class of shares for the time being issued by whom he was appointed or deemed to have been appointed or of the Directors, at any time by writing under his hand and deposited at the office appoint any person to be his alternate Director and may in like manner at any time terminate such appointment.

(B) The appointment of an alternate Director shall *ipso facto* determine (i) on the happening of any event which if he were a Director would render him legally disqualified from acting as a Director, or (ii) if he has a receiving order made against him or compounds with his creditors generally, or (iii) if he becomes of unsound mind. His appointment shall also determine *ipso facto* if his appointor ceases for any reason to be a Director.

(C) An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all functions of his appointor as a Director and in the absence of his appointor from the United Kingdom he shall be entitled to sign any resolution in accordance with the provisions of Article 94. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these presents.

(D) An alternate Director may be repaid by the Company such expenses as might properly be repaid to him if he were a Director and he shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but save as aforesaid he shall not in respect of such appointment be entitled to receive any remuneration from the Company.

PROCEEDINGS OF DIRECTORS.

Meeting of Directors

87. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Unless all Directors indicate their willingness to accept shorter notice of a meeting of Directors each Director shall be entitled to at least seven days' prior notice of the time and place of each meeting of Directors. Questions arising at any meeting shall be determined by a majority of votes and in the case of an equality of votes the Chairman of the meeting shall have a second or casting vote. Provided that

Votes

so long as there is in office a Director appointed or deemed to have been appointed by the holders of a majority of the "B" Shares pursuant to Article 75 hereof a decision or resolution upon any of the following matters shall only be taken by a majority including a Director so appointed or deemed to have been appointed or the alternate of such Director—

(A) Any sale or disposal or abandonment of or dealing with any substantial part of the undertaking, property, rights or assets of the Company otherwise than in the ordinary course of the Company's trading.

(B) The issue of shares and the attachment of special rights thereto.

(C) The declaration of interim dividends and payment of bonuses to shareholders.

(D) Placing money (i.e., appropriation of profits) to reserve.

(E) The appointment pursuant to Articles 95 and 100 and the terms of reference of any Committee or Local Board or Agencies respectively and any alteration in the constitution or terms of reference of any such Committee, Local Board or Agencies so appointed.

(F) Mergers, amalgamations and reconstructions.

(G) The powers to be conferred upon an Executive Director pursuant to Article 84, the terms of any Director's service contract and the hiring or discharge of any employee directly responsible to the person from time to time holding the office of Managing Director.

(H) The acquisition of the undertaking of any other company or of any firm or business or of any interest in any such company, firm or business.

(I) The borrowing of money in amounts exceeding a total of £25,000 in any one year (save for temporary finance from the Company's Bankers in the ordinary course of business).

(J) The sanctioning of capital expenditure in excess of £25,000 on any one transaction.

(K) The commencement, compromise, defence and termination of litigation other than in the ordinary course of the Company's trade or business.

Notice

It shall not be necessary to give notice of a meeting of Directors to any Director or alternate Director for the time being absent from the United Kingdom.

88. A Director who has not appointed an alternate Director may with the consent of the holders of a majority of the class of shares for the time being issued or of the Directors by whom he was appointed or deemed to have been appointed authorise any other Director to vote for him at any meeting or meetings at which he is not present, and in that event the Director so authorised shall have a vote for each Director by whom he is so authorised in addition to his own vote. Every such consent and authority must be in writing or by telex, cable, radiogram or telegram, which must be produced at the meeting or meetings at which the same is to be used, and be left with the Secretary for filing. Authority to one Director to vote for absent Director

89. Unless and until all the Directors shall by unanimous resolution determine otherwise, the quorum necessary for the transaction of business shall be two, of whom (in the case of any meeting held after one or more "B" Ordinary Shares shall have been issued, but not otherwise) one shall have been appointed or deemed to have been appointed by the holders of a majority of the "A" Ordinary Shares for the time being issued and one shall have been appointed or deemed to have been appointed by the holders of a majority of the "B" Ordinary Shares for the time being issued. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors. Quorum

90. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest in accordance with the provisions of the Statutes. Declaration of interest

91. No Director shall be disqualified by his position as Director from entering into any contract or arrangement with the Company and a Director may vote and be taken into account for the purpose of constituting a quorum in respect of any contract or arrangement in which he may be in any way interested, and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. No restriction on voting

92. The continuing Directors (if not less than two of whom at any time after one or more "B" Ordinary Shares shall have been issued one shall have been appointed or deemed to have been appointed by the holders of a majority of the "A" Ordinary Shares for the time being issued and the other by the holders of a majority of the "B" Ordinary Shares for the time being issued) may act notwithstanding any vacancies. Proceedings in case of vacancies

Chairman

93. The Directors shall elect a Chairman of their meetings but if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

Resolutions in writing

94. A resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors: Provided that, where a Director has appointed an alternate Director but is not himself in the United Kingdom, the signature of such alternate Director (if in the United Kingdom) shall be required.

Power to appoint committees

95. The Directors may delegate any of their powers (other than the power to make calls on or to forfeit shares or the powers exercisable by the Directors under Article 98 hereof) to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed by the Directors.

Proceedings at committee meetings

96. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these presents regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding Article.

Validity of acts of Directors in spite of some formal defect

97. All acts done by any meeting of Directors, or of a committee of Directors, or by any person acting as a Director, shall as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment or continuance in office of any such Director, or person acting as aforesaid, or that they or any of them were disqualified or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

BORROWING POWERS.

Power to borrow money and to give security

98. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

GENERAL POWERS OF DIRECTORS.

General power of Directors to manage Company's business

99. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not by the Statutes or by these presents required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Statutes, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by Special Resolution of the Company, but no regulation so made by the Company shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Articles.

Power to establish local boards, etc.

100. The Directors may establish any local board or agencies for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may appoint any persons to be members of such local board, or any managers or agents, and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of any local boards, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

Power to appoint Attorneys

101. The Directors may from time to time and at any time by power of attorney under the seal appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such Attorney as the Directors may think fit, and may also authorise any such Attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

Power to have a seal for use abroad

102. The Company may exercise the powers conferred by the Statutes with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

Signatures of cheques and bills

103. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner and by such persons whether Directors or not as the Directors shall from time to time by resolution determine.

SECRETARY.

Appointment

104. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.

THE SEAL.

Formalities for affixing seal

105. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the seal is affixed shall be signed by a Director and shall be countersigned by a second Director or by the Secretary.

AUTHENTICATION OF DOCUMENTS.

Power to authenticate documents

106. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are elsewhere than at the office the Local Manager or other officer of the Company having custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.

Certified copies of resolution of the Directors

107. A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of the last preceding Article shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors.

DIVIDENDS.

Payment of dividends

108. The Company may by Special Resolution declare dividends but (without prejudice to the powers of the Company to pay interest on share capital as hereinbefore provided) no dividend shall be payable except out of the profits of the Company, or in excess of the amount recommended by the Directors.

Apportionment of dividends

109. Unless and to the extent that the special rights attached to any shares otherwise provided, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but (for the purposes of this Article only) no amount paid or credited as paid on a share in advance of calls shall be treated as paid on the share. All dividends shall be apportioned and paid pro rata according to the amounts paid or credited on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend in whole or in part as from a particular date, such share shall rank for dividend accordingly.

Payment of interim dividends

110. If and so far as in the opinion of the Directors the profits of the Company justify such payments, the Directors may pay the fixed dividends on any class of shares carrying a fixed dividend expressed to be payable on fixed dates on the half-yearly or other dates prescribed for the payment thereof and may also from time to time pay interim dividends of such amounts and on such dates as they think fit.

Profit earned before acquisition of a business

111. Subject to the provisions of the Statutes, where any asset, business or property is bought by the Company as from a past date whether such date be before or after the incorporation of the Company upon the terms that the Company shall as from that date take the profits and bear the losses thereof, such profits or losses may, at the discretion of the Directors, in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest, such dividend or interest may at the discretion of the Directors be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof.

Share premium account

112. If the Company shall issue shares at a premium, whether for cash or otherwise, the Directors shall transfer a sum equal to the aggregate amount or value of the premiums to an account to be called "share premium account" and any amount for the time being standing to the credit of such account shall not be applied in the payment of dividends.

Dividends not to bear interest

113. No dividend or other moneys payable on or in respect of a share shall bear interest as against the Company.

Deduction of debts due to Company

114. The Directors may deduct from any dividend or other moneys payable to any member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

Retention of dividends

115. The Directors may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a member, or which any person is under those provisions entitled to transfer, until such person shall become a member in respect of such shares or shall transfer the same.

Unclaimed dividends

116. The payment by the Directors of any unclaimed dividend, interest or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed after a period of twelve years from the date of declaration of such dividend shall be forfeited and shall revert to the Company.

Payment of dividends in specie

117. The Company may, upon the recommendation of the Directors, by Special Resolution direct payment of a dividend in whole or in part by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one or more of such ways: and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.

Dividends payable by cheque

118. Any dividends, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto, or, if two or more persons are registered as joint holders of the share or are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons or to such person and such address as such person or persons may by writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint

holders or person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct and payment of the cheque shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.

Dividends due to joint holders

119. If two or more persons are registered as joint holders of any share, or are entitled jointly to a share in consequence of the death or bankruptcy of the holder, any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share.

RESERVES.

Power to carry profit to reserve

Application of reserve

Division of reserve into special funds

Power to carry forward profits

120. The Directors may from time to time set aside out of the profits of the Company and carry to reserve such sums as they think proper which, at the discretion of the Directors, shall be applicable for any purpose to which the profits of the Company may properly be applied and pending such application may either be employed in the business of the Company or be invested. The Directors may divide the reserve into such special funds as they think fit, and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided. The Directors may also without placing the same to reserve carry forward any profits.

CAPITALISATION OF PROFITS AND RESERVES.

Power to capitalise profits

121. The Company may, upon the recommendation of the Directors, by Special Resolution resolve that it is desirable to capitalise the whole or any part of the sum standing to the credit of the Company's reserve accounts (including share premium account and capital redemption reserve fund) or any sum standing to the credit of profit and loss account or otherwise available for distribution amongst the members, provided that such sum be not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend, and accordingly that the Directors be authorised and directed to appropriate the sum resolved to be capitalised to the members in the proportions in which such sum would have been divisible amongst them had the same been applied or been applicable in paying dividends, and to apply such sum on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such members respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such sum, such shares or debentures to be allotted and distributed credited as fully paid up to and amongst such members in

the proportion aforesaid or partly in one way and partly in the other; Provided that share premium account and capital redemption reserve fund may only be applied hereunder in the paying up of unissued shares to be issued to members as fully paid bonus shares.

Capitalisation of profits

122. Whenever such a resolution as aforesaid is passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively credited as fully paid up of any further shares or debentures to which they may be entitled upon such capitalisation or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares and any agreement made under such authority shall be effective and binding on all such members.

MINUTES AND BOOKS.

Minutes

123. The Directors shall cause minutes to be made in books to be provided for the purpose—

(A) Of all appointments of officers made by the Directors.

(B) Of the names of the Directors present at each meeting of Directors and of any committee of Directors.

(C) Of all resolutions and proceedings at all meetings of the Company and of any class of members of the Company and of the Directors and of committees of Directors.

Keeping of registers, etc.

124. The Directors shall duly comply with the provisions of the Statutes and in particular the provisions in regard to registration of charges created by or affecting property of the Company, in regard to keeping a register of Directors, a register of members, and in regard to the production and furnishing of copies of such registers and of any register of holders of debentures of the Company.

125. Any register, index, minute book, book of account or other book required by these presents or the Statutes to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating its discovery. Form of registers, etc.

ACCOUNTS.

126. The Directors shall cause to be kept such books of accounts as are necessary to comply with the provisions of the Statutes. Directors to keep proper accounts

127. The books of account shall be kept at the office or at such other place within the United Kingdom as the Directors think fit, and shall always be open to the inspection of the Directors. No member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors. Inspection of books

128. The Directors shall from time to time in accordance with the provisions of the Statutes cause to be prepared and to be laid before a General Meeting of the Company such profit and loss accounts, balance sheets, group accounts, if any, and reports as may be necessary. Presentation of accounts

129. A copy of every balance sheet and profit and loss account which is to be laid before a General Meeting of the Company (including every document required by law to be annexed thereto) together with a copy of the Auditors' report relating thereto and of the Directors' report shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Statutes or of these presents. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of joint holders of any shares or debentures, but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the office. Copies of accounts

130. Save as may be necessary for complying with the provisions of the Statutes or as the Company may by Special Resolution otherwise resolve, the Directors shall not be bound to publish any list or particulars of the securities or investments held by the Company or to give any information with reference to the same to any member. Particulars of investments

AUDITORS.

Auditors

131. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Statutes.

Validity of acts of Auditors in spite of some formal defect

132. Subject to the provisions of the Statutes, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment, or that he was at the time of his appointment not qualified for appointment.

Auditor's rights to receive notices of and attend and speak at General Meetings

133. The Auditor or Auditors shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any General Meeting which any member is entitled to receive, and to be heard at any General Meeting on any part of the business of the meeting which concerns him as Auditor.

NOTICES.

Service of notices

134. Any notice or document may be served by the Company on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company as his address for the service of notices. Where a notice or other document is served by post, service shall be deemed to be effected at the time when the letter containing the same is posted, and in proving such service it shall be sufficient to prove that such letter was properly addressed, stamped and posted.

Service of notices in respect of joint holdings

135. In respect of joint holding all notices shall be given to that one of the joint holders whose name stands first in the register of members, and notice so given shall be sufficient notice to all the joint holders.

Service of notices after death or bankruptcy of a member

136. A person entitled to a share in consequence of the death or bankruptcy of a member upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share and upon supplying also an address within the United Kingdom for the service of notices shall be entitled to have served upon him at such address any notice or document to which the member but for his death or bankruptcy would be entitled, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. Save as aforesaid,

any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these presents shall, notwithstanding that such member be then dead or bankrupt and whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such member as sole or joint holder.

137. A member who (having no registered address within the United Kingdom) has not supplied to the Company an address within the United Kingdom for the service of notices shall not be entitled to receive notices from the Company. No address within the United Kingdom

WINDING UP.

138. If the Company shall be wound up (whether the liquidation is voluntary or by the court, the Liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Statutes, divide among the members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The Liquidator may, with the like sanction, vest any part of the assets in trustees upon such trusts for the benefit of members as the Liquidator with the like sanction shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares in respect of which there is a liability. Distribution of assets in specie

INDEMNITY.

139. Subject to the provisions of and so far as may be permitted by the Statutes, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Indemnity of Directors and officers

Number of Company 648121

COMPANIES REGISTRATION OFFICE 16 IX 66

FEE PAID £ 06·25 COMPANIES REGISTRATION

THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

REGISTERED 15 SEP 1966

Insert the Name of the Company

HOWARD FARROW CONSTRUCTION

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act.)

Presented by HILLEARYS,
CITY GATE HOUSE,
FINSBURY SQUARE,
LONDON E.C.2.

COMPANIES REGISTRATION [illegible] 1966

Form No. 10

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

F13150.15-6-66

To THE REGISTRAR OF COMPANIES,

Howard Farrow Construction Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act, 1948, that by an* Ordinary Resolution of the Company dated the 8th day of September 1966 the Nominal Capital of the Company has been increased by the addition thereto of the sum of £120,000 beyond the Registered Capital of £180,000 (120 Seventy)

*"Ordinary", "Extraordinary", or "Special".

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
120,000	Ordinary	£1

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows:—

Similar in all respects with the Ordinary Shares of the Company already in issue

*** If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature [signature]

State whether Director or Secretary Director & Secretary

Dated the 8th day of September 1966

Note.—This margin is reserved for binding and must not be written across

CCD £600.

Number of Company 648121 / 29

Form No. 26a

THE STAMP ACT, 1891

(54 & 55 Vict., Ch. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

HOWARD FARROW CONSTRUCTION

LIMITED

REGISTERED 15 SEP 1966

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

HILLEARYS,
CITY GATE HOUSE,
FINSBURY SQUARE,
LONDON E.C. 2.

15/9/66

The Solicitors' Law Stationery Society, Limited.
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 16 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

310621.20-3-63 Companies 6B

[P.T.O.

501918

THE NOMINAL CAPITAL

OF

HOWARD FARROW CONSTRUCTION *Limited*

has by a Resolution of the Company dated

8th September, 1966 *been increased by*

the addition thereto of the sum of £120,000,

divided into :—

120,000 *Shares of* £1 *each*

Shares of *each*

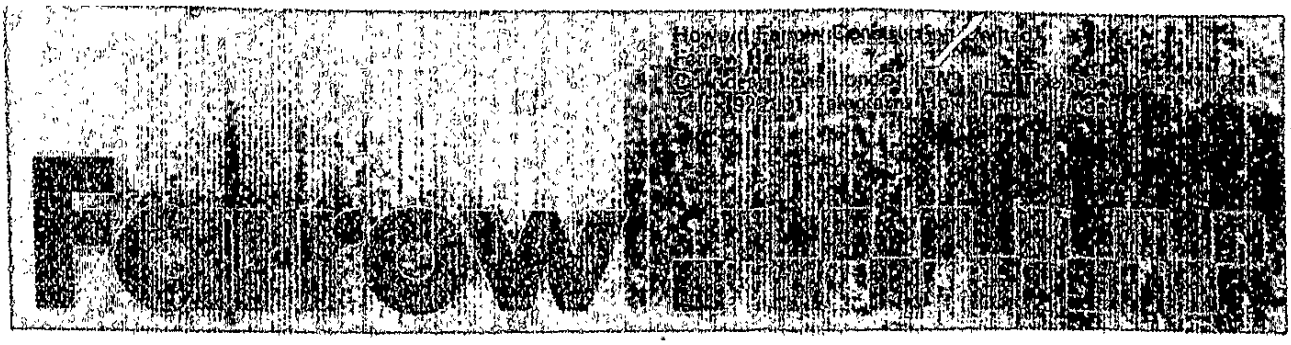
beyond the registered Capital of £180,000
120 000
300 000

Signature L H Farrow

(State whether Director or Secretary) Director & Secretary.

Dated the 8th day of September 1966

Note—This margin is reserved for binding and must not be written across



No. 648121
NC 38599/10

THE COMPANIES ACTS 1948 TO 1967

RESOLUTION

of

HOWARD FARROW CONSTRUCTION LIMITED

Passed 6th October 1975

At an Extraordinary General Meeting of the above-named Company duly convened and held at Farrow House, Colindeep Lane, London NW9 6HE at 9.30 a.m. on 6th October 1975 the following resolution was passed as a Special Resolution of the Company :

SPECIAL RESOLUTION

That the name of the Company be changed to Farrow Group Limited.

J. A. de NORMANN.
Chairman of the Meeting.

ISB/djh.
6th October 1975.

Directors: N S Farrow OBE ARICS FIOB (President) J A de Normann MA (Oxon) (Chairman) I Tomlin FIOB FAIB (Managing) I S Barr CA (Secretary) G C S Howkins MA (Cantab) ACA E L Pryor FIOB D J Hinton P J W Tuffs BSc (Hons) MIMechE H R Roe BA (Oxon)
Registered in England No. 648121 Registered Office Farrow House Colindeep Lane NW9 6HE VAT Registered No. 229 3001 93

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 648121/73

I hereby certify that

HOWARD FARROW CONSTRUCTION LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

FARROW GROUP LIMITED

Given under my hand at London the 20th October 1975

N. Taylor

N. TAYLOR
Assistant Registrar of Companies

No. 646121.

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THE COMPANIES ACTS 1948 TO 1967

FARROW GROUP LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held at Farrow House, Colindeep Lane, London NW9 6HE, on Friday 21st May 1976 at 9.30 a.m. the following resolution was duly proposed and passed as a Special Resolution:

SPECIAL RESOLUTION

It was resolved that the Capital of the Company be increased from £300 000 divided into 300 000 Shares of £1 each to £1 000 000 divided into 1 000 000 Shares of £1 each by the creation of 700 000 new Shares of £1 each. These Shares to rank pari-passu in all respects with the existing Shares in the Capital of the Company.

J. A. de NORMANN
Chairman of the Meeting

/djh.
21st May 1976.

COMPANIES REGISTRATION
4 JUN 1976
20 OFFICE 20

Form No. 10

No. of Company 648121.

THE COMPANIES ACTS 1948 to 1967

Notice of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

Insert name of Company; delete "Limited" if not applicable

FARROW GROUP

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by a† Special Resolution of the Company dated the 21st day of May, 1976 the nominal capital of the Company has been increased by the addition thereto of the sum of £700 000 beyond the registered capital of £300 000.

†State whether Ordinary or Extraordinary or Special Resolution.

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
175 000	'A' Ordinary Shares	£1.
280 000	'B' Ordinary Shares	£1.
245 000	'C' Ordinary Shares	£1.

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows:—

If any of the new shares are Preference Shares state whether they are redeemable or not. If this space is insufficient the conditions should be set out separately by way of annexure.

These Shares to rank pari-passu in all respects with the existing Shares in the Capital of the Company.

Signature .....

State whether Director and ~~Secretary~~ Director and Secretary

Dated the 27th day of May, 19 76.

Presented by

Presentor's Reference /djh

Mrs. D. J. Harker,
Farrow House, Colindeep Lane,
London NW9 6HE.

COMPANIES REGISTRATION 4 JUN 1976 20 OFFICE 20

(see notes overleaf)

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

FARROW GROUP LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Imperial Chemical House, Millbank, London SW1P 3JF on Tuesday the 10th day of October 1978 at 3.45 p.m., the following Resolutions were duly passed the first and second as Ordinary Resolutions and the third as a Special Resolution:-

RESOLUTIONS

1. THAT the Share Capital of the Company be increased to £1 250 000 by the creation of an additional 250 000 Shares of £1 each.

2. THAT upon the recommendation of the Directors it is desirable to capitalise the sum of £250 000 standing to the credit of the Profit and Loss Account of the Company, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied in paying up in full 250 000 unissued Ordinary Shares of £1 each of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid and that the Directors be authorised and directed to apply the said sum of £250 000 to the allotment and issue of the said 250 000 Ordinary Shares of £1 each accordingly.

3. THAT forthwith upon the allotment of the new Ordinary Shares of £1 pursuant to the last foregoing Resolution each of the 1 000 000 issued Ordinary Shares of £1 in the capital of the Company be and it is hereby converted into a Deferred Share of £1 carrying the rights and being subject to the restrictions following namely:-

(a) As regards income. The profits which the Company may determine to distribute in respect of any financial year shall be distributed among the holders of the Ordinary Shares in proportion to the amounts paid up on the Ordinary Shares held by them respectively. The holders of the Deferred Shares shall not be entitled to participate in any such profits.

/ Cont...

7. (b) As regards capital. On a return of assets on liquidation or otherwise the assets of the Company available for distribution amongst the members shall be applied first in repaying to the holders of the Ordinary Shares the amount paid up on such shares together with a premium of £1 000 per share, secondly in repaying to the holders of the Deferred Shares the amount paid up on such shares and the balance of such assets shall belong to and be distributed among the holders of the Ordinary shares in proportion to the amounts paid up on the Ordinary Shares held by them respectively.

(c) As regards voting. The holders of the Deferred Shares shall have the right to receive notice and to be present but no right to speak or to vote either in person or by proxy at any General Meeting by virtue of their holdings of such Deferred Shares.

W. E. Allen.

Chairman

Form No. 10

No. of Company 648121 /ct

THE COMPANIES ACTS 1948 to 1967

Notice of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

FARROW GROUP

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by a* n Ordinary Resolution of the Company dated the 10th day of October 1978 the nominal capital of the Company has been increased by the addition thereto of the sum of £ 250,000 beyond the registered capital of £ 1,000,000

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
250,000	Ordinary	£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows:—

See annexed sheet

If any of the new shares are Preference Shares state whether they are redeemable or not. If this space is insufficient the conditions should be set out separately by way of annexure.

Signature

State whether Director or Secretary Secretary

Dated the 17th day of October 1978

Presentor's Reference JMR/JRL

Presented by

Freshfields
25 Newgate Street
London EC1A 7LH

20 OCT 1978

54

(see notes overleaf)

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"Limited"
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whether
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LS.

(a) As regards income. The profits which the Company may determine to distribute in respect of any financial year shall be distributed among the holders of the Ordinary Shares in proportion to the amounts paid up on the Ordinary Shares held by them respectively.

(b) As regards capital. On a return of assets or liquidation or otherwise the assets of the Company available for distribution amongst the members shall be applied first in repaying to the holders of the Ordinary Shares the amount paid up on such shares together with a premium of £1,000 per share, secondly in repaying to the holders of the Deferred Shares the amount paid up on such shares and the balance of such assets shall belong to and be distributed among the holders of the Ordinary Shares in proportion to the amounts paid up on the Ordinary Shares held by them respectively.

(c) As regards voting. Each Ordinary Share entitles the holder to one vote.

Statement by person ceasing to hold office as auditor

J394

Pursuant to section 394 of the Companies Act 1985 as inserted by section 123 of the Companies Act 1989

Company Number

648121

Name of Company Farrow Group Limited

Registered Office Marsham House, Gerrards Cross, Bucks SL9 8ER

* delete as appropriate

I/We* Rouse & Co

of 55 Station Road

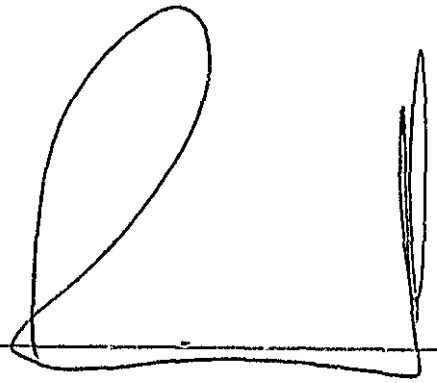
Beaconsfield

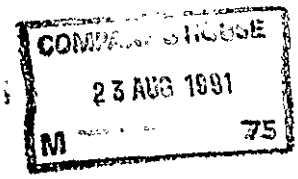
Bucks HP9 1QL

hereby give notice in accordance with section 394 of the Companies Act 1985 that

(a) I/We confirm that in connection with my/our ceasing to hold office there are no circumstances which I/we consider should be brought to the notice of members or creditors of the company.

(b) I/We consider the following circumstances connected with my/our ceasing to hold office should be brought to the notice of the members or creditors of the company





Signed Rouse & Co

NOTE

1. A copy of this notice has to be sent to the Registrar of Companies within 14 days of its receipt at the Registered Office of the company.

2. A copy of any circumstances stated at (b) above, to every person who under the Companies Act 1985 is entitled to be sent copies of the accounts.

Jordans

Jordan & Sons Limited
21 St Thomas Street, Bristol BS1 6JS Tel 0272 230600 Telex 449119

7 90

Notice of resignation of an auditor

J392

Pursuant to section 392 of the Companies Act 1985 as inserted by section 122 of the Companies Act 1989

Company Number 648121

Name of Company Farrow Group Limited

Registered Office Marsham House, Gerrards Cross, Bucks SL9 8ER

* delete as appropriate

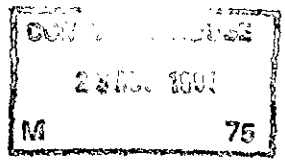
I/We* Rouse & Co

of 55 Station Road

Beaconsfield

Bucks HP9 1QL

hereby give notice that in accordance with section 392 of the Companies Act 1985 I/we resign as auditor(s) of the above company as from 28th June 1991



Signed Rouse & Co

NOTE

1. This notice is not effective unless accompanied by form J394.
2. A copy of this notice has to be sent to the Registrar of Companies within 14 days of its deposit at the Registered Office of the company.

© Jordans

Jordan & Sons Limited
21 St. Thomas Street, Bristol BS1 6JS Tel: 0272 230600 Telex 449119

DORMANT COMPANY RESOLUTION

Company Number: 648121

The Companies Act 1985 Section 250

Special Resolution of

Farrow Group Limited

At the Annual General Meeting of the above named Company held on the sixteenth day of April 1992 the following Special Resolution was duly passed:-

The accounts of the Company for the financial year ending 30th September 1991, having been laid before the Company at the meeting, and the Company, having qualified as small in that year and having been dormant during and since the end of it, resolves to make itself exempt from the provisions of PART VII of the Companies Act 1985 relating to the audit of accounts.

For and on behalf of
Lovell Nominees Ltd

Signed: ..... Secretary

Director/Secretary of the Company

Date: ...17.July.92...

COMPANIES HOUSE
13 JUL 1992
5