



Please do not
write in this
binding margin



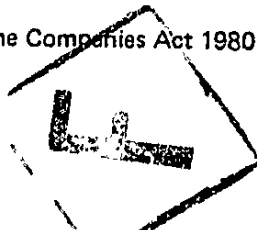
THE COMPANIES ACTS 1948 TO 1980

Form No. 41a

Declaration of compliance with the requirements on application for registration of a company

41a

Pursuant to section 3(5) of the Companies Act 1980



For official use

Company number

[] [] [] [] [] [] [] [] [] []

1671240

Name of Company

BIRKENHEAD ROOFING SUPPLIES LIMITED

I, John Regan,
of 25/35 City Road,
London, EC1Y 2DE

do solemnly and sincerely declare that I am a person named as Secretary of the Company
in the statement delivered under section 21 of the Companies Act 1976
of * BIRKENHEAD ROOFING SUPPLIES LIMITED

and that all the requirements of the Companies Acts 1948 to 1980
in respect of the registration of the said company
and of matters precedent 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 25/35 City Road,
London EC1Y 2DE

Signature of Declarant

the 23 day of September

One thousand nine hundred and

before me

W J Burns
A Commissioner for Oaths or Notary Public or Justice of the
Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

Presenter's name, address and
reference (if any):

EXPRESS COMPANY
REGISTRATIONS LIMITED
25/35 City Road,
London E.C.1.

For official use

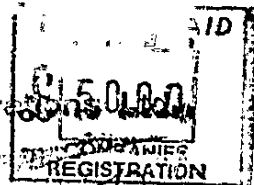
New companies section

Post room

1/22 29/9
THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES.

Express
Epworth
25/35
London E.C.1.
01 628 5434/5

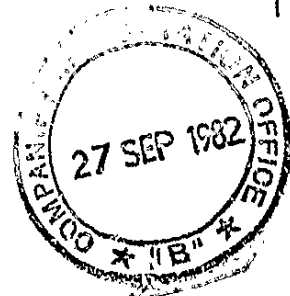


16712/10/3

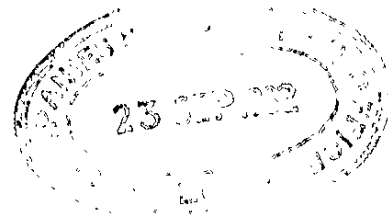
Memorandum of Association

OF

BIRKENHEAD ROOFING SUPPLIES LIMITED



1. The name of the Company is BIRKENHEAD ROOFING SUPPLIES LIMITED.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) (1) To carry on business as manufacturers of, and dealers (both wholesale and retail) in builders' and decorators' materials and requisites of every description including paints of all kinds, varnish, enamel, polish, lacquer, shellac, cellulose, size, pigments, compositions, oils, colours, wax, putty, glass, whitewash, white lead, distemper, wallpaper, china, earthenware, brushes, iron, tin, hollow-ware, hardware, timber, wood, plastic materials, and substances, insulating materials, hardboard, furniture, upholstery and all articles of household, shop or office use or ornament and to let on hire ladders, cranes, paint sprayers and any plant, machinery and other goods used for any purpose and to carry on business as manufacturing chemists, woodworkers, ironworkers, motor car body builders, enamellers, and finishers.
 - (2) To carry on business as builders, roofing contractors, painters, decorators, french polishers, paint removers, paint spraying contractors, paperhangers, japanners, enamellers and electro-platers.
 - (3) To carry on business as manufacturers, repairers, hirers and dealers in excavators, bulldozers, dumpers, tractors, mixers, hoists, cranes, trenchers, pumps, compressors, traction engines, rollers, thrashing machines, binding and reaping machines, ploughs, rotovators, harrows, mowing machines, sewing machines, motor vehicles and generally any plant, machinery, implements, vehicles, apparatus and tools suitable for any purpose.



(B) to carry on any other business or trade which in the opinion of the Directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects;

(C) to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, whether tangible or intangible and wheresoever situate, which the Company may think necessary or convenient for the purposes of its business and to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof to the advantage of the Company;

(D) to build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the company and to join with any person, firm or company in doing any of the things aforesaid;

(E) to borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be;

(F) to apply for and take out, purchase or otherwise acquire any patents, licences and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights or information so acquired;

(G) to purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stock, bonds or securities of any other company or corporation carrying on business in any part of the world;

(H) to issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon;

(I) to invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient;

(J) to lend money or give credit on such terms as may be considered expedient and receive money on deposit or loan from and give guarantees or become security for any persons, firms or companies;

(K) to enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company;

(L) to acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company;

(M) to sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company formed or to be formed;

(N) to establish, promote, finance or otherwise assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company;

(O) to pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company;

(P) to accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company;

(Q) to draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments;

(R) to establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the directors, ex-directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent, or useful object of a public character;

(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, and for such purpose to distinguish and separate capital from profits, but so that nothing in this sub-clause shall authorise the Company to make any distribution other than in accordance with the law for the time being in force;

(T) to do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise;




(U) to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

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 Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and to attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of 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.

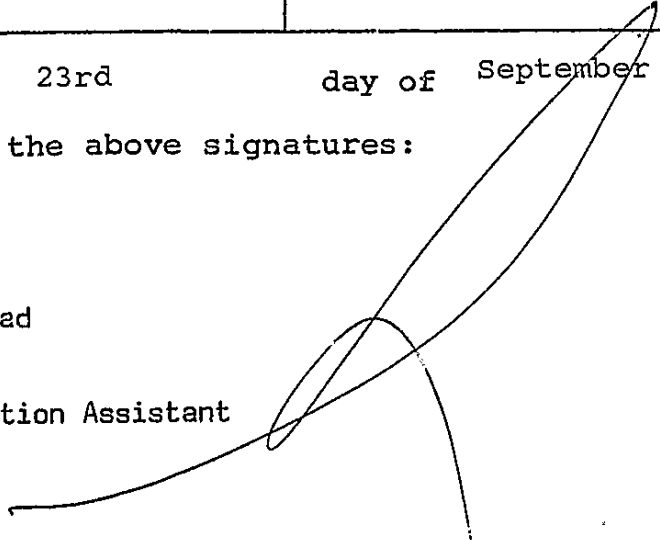
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
 STEPHEN FREDERICK WALFORD Epworth House 25/35 City Road London EC1 Company Formation Assistant	ONE
JOHN REGAN  Epworth House 25/35 City Road London EC1 Company Search Assistant	ONE 

DATED the 23rd day of September 19 82

WITNESS to the above signatures:

YAP KIM LAN

Epworth House
25/35 City Road
London EC1

Company Formation Assistant 

14

Articles of Association

OF

BIRKENHEAD ROOFING SUPPLIES LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948, as in force at the date of incorporation of the Company, (hereinafter referred to as "Table A"), shall apply to the Company.

2. Regulations 11, 24, 75, 77 and 79 of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter contained, shall constitute the regulations of the Company.

SHARES

3. The Company is a private company limited by shares and, accordingly,

- (a) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company, and
- (b) any allotment of, or agreement to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public

are prohibited.

4. The directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit, subject to the provisions of Articles 3 and 5 hereof and provided that no shares shall be issued at a discount.

5. Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined; and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of section 17 of the Companies Act 1980 shall have effect only insofar as they are not inconsistent with this Article.

6. In regulation 3 of Table A for the word "ordinary" there shall be substituted the word "special" and the words from "on such terms" to the end shall be omitted.

7. Subject to the provisions of Part III of the Companies Act 1981, the Company is authorised to purchase its own shares.

LIEN

8. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all monies (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 they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all monies presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

TRANSFER AND TRANSMISSION OF SHARES

9. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A shall be modified accordingly.

10. Save in the circumstances set out in the next succeeding Article the directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

11. Subject as hereinafter provided

- (a) any share may be transferred to a person who is already a member of the Company;
- (b) any share may be transferred by a member of the Company to any child or remoter issue, parent, brother, sister, or spouse of that member, and any share of a deceased member may be transferred by his personal representatives to any child or remoter issue, parent, brother, sister, widow, or widower of such deceased member and shares standing in the name of a deceased member or his personal representatives may be transferred to the trustees of his will; and
- (c) any share standing in the names of the trustees of the will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such will or settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

Provided always that nothing hereinbefore in this Article contained shall prevent the directors from declining to register a transfer of a share (i) on which the Company has a lien or (ii) to any infant, bankrupt or person of unsound mind.

12. The proviso to regulation 32 of Table A shall not apply to the Company.

GENERAL MEETING

13. Every notice convening a general meeting shall comply with the provisions of section 136(2) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the auditors for the time being of the Company.

DIRECTORS

14. Unless and until the Company in general meeting shall otherwise determine, the number of directors shall be not less than one nor more than seven. If and so long as there is a sole director, such director may act alone in exercising all the powers and authorities vested in the directors. A director shall not require any share

qualification but shall nevertheless be entitled to attend and speak at any general meeting of the Company or at any separate meeting of the holders of any class of shares of the Company.

15. The first director or directors of the Company shall be the person or persons named as the first director or directors of the Company in the statement delivered under section 21 of the Companies Act 1976.

BORROWING POWERS

16. 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, subject to section 14 of the Companies Act 1980, 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

17. Paragraphs (2) and (4) of regulation 84 of Table A shall not apply. A director may vote in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating the quorum present at any meeting at which any such contract or arrangement is considered.

18. Any director may appoint any person approved by the board of directors to be an alternate director and such appointment shall have effect and such appointee, whilst he holds office as an alternate director, shall be entitled to receive notice of meetings of directors and to attend and vote thereat, but he shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the director appointing him and agreed between the said director and the appointee. Such appointment may be revoked at any time by the appointor or by a resolution of the directors or by an ordinary resolution of the Company in general meeting. Any appointment or revocation made under this Article shall be in writing under the hand of the director making the same.

DISQUALIFICATION OF DIRECTORS

19. In regulation 88 of Table A(i) the words "ceases to be a director by virtue of section 182 or 185 of the Act" shall be omitted and in substitution therefor there shall be

inserted the words "is removed from office by resolution duly passed under section 184 of the Act" and (ii) all the words after "by notice in writing to the Company" shall be omitted.

ROTATION OF DIRECTORS

20. In regulation 89 of Table A after the words "then the number nearest" shall be inserted the words "to but not exceeding".

THE SECRETARY

21. The first secretary of the Company shall be the person named as the first secretary of the Company in the statement delivered under section 21 of the Companies Act 1976.

NOTICES

22. In regulation 131 of Table A, all the words after the words "letter containing the notice" shall be omitted, and in substitution therefor there shall be inserted the words "and, if posted by pre-paid first-class mail, to have been effected at the expiration of 24 hours after the letter containing the same is posted, and, if posted by any other class of pre-paid mail, at the time at which the letter would be delivered in the ordinary course of post".

INDEMNITY

23. In addition to the indemnity contained in regulation 136 of Table A and subject to the provisions of section 205 of the Act every director, managing director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

STEPHEN FREDERICK WALFORD

Epworth House,
25/35 City Road,
London EC1

Company Formation
Assistant

JOHN REGAN

Epworth House,
25/35 City Road,
London EC1

Company Search
Assistant

Dated the 23rd day of September 19 82

WITNESS to the above signatures:

YAP KIM LAN

Epworth House,
25/35 City Road,
London EC1

Company Formation Assistant

THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and
secretary and intended situation
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering* delete if
inappropriate

B4

Company number

1621240 / 5

Name of Company

BIAKENHEAD ROOFING SUPPLIES

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

26 BRAMLEY AVENUE

BEBINGTON

MERSEYSIDE

If the memorandum is delivered by an agent for the subscribers of
the memorandum please mark 'X' in the box opposite and insert the
agent's name and address below

Express Company Registrations Ltd.,

Epworth House,
25/35 City Road,
London E.C.1.

01 628 5434/5

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statementPresenter's name, address and
reference (if any):

For official use

General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Name (note 2)	STEPHEN FREDERICK WALFORD	Business occupation	Company Formation Assistant
Former name(s) (note 3)	NONE	Nationality	British
Address (note 4)	25/35 City Road, London EC1Y 2DE	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date 23/9/82	

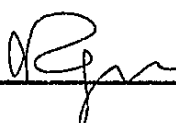
Important

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	JOHN REGAN
Former name(s) (note 3)	NONE
Address (notes 4 & 7)	25/35 City Road, London EC1Y 2DE
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 23/9/82

Signed by or on behalf of the subscribers of the memorandum*

Signature  [Agent] Date 23/9/82

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No.

1671240

I hereby certify that

BIRKENHEAD ROOFING SUPPLIES LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at Cardiff the

12TH OCTOBER, 1982

A handwritten signature in dark ink, appearing to read 'R. V. Jones'.

Assistant Registrar of Companies

G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period**225(1)**Please do not
write in this
marginPursuant to section 225(1) of the Companies Act 1985
as amended by Schedule 13 to the Insolvency Act 1986Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

--	--	--	--

1671240

Name of company

BIRKENHEAD ROOFING SUPPLIES LIMITED

* Insert full name
of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3	0	0	9
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Note
Please read notes
1 to 4 overleaf
before completing
this form

Day Month Year

3	0	0	9	1	9	89
---	---	---	---	---	---	----

The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

† delete as
appropriate

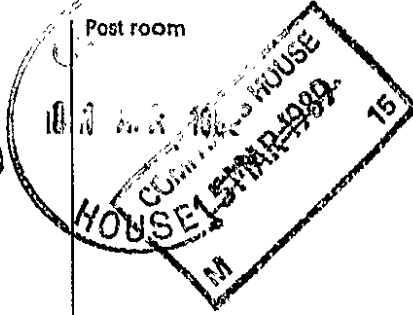
If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of _____
_____, company number _____
the accounting reference date of which is _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

‡ Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriateAn administration order was made in relation to the company on _____
and it is still in force.

Signed

Designation: **DIRECTOR**Date **13th March 1989**Presenter's name address and
reference (if any):For official Use
General Section

G

COMPANIES FORM No. 225(1)

225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

Please complete legibly, preferably in block type, or bold block lettering

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

1111

1671240

Name of company

BIRKENHEAD ROOFING SUPPLIES LIMITED

* Insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

30 09

Note
Please read notes 1 to 4 overleaf before completing this form

The current accounting reference period of the company is to be treated as [shortened][extended]† and (is to be treated as having come to an end)[will come to an end]† on

Day Month Year

30 09 1989

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of _____
_____, company number _____
the accounting reference date of which is _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____
and it is still in force.

‡ Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

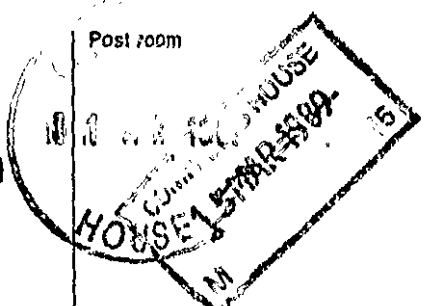
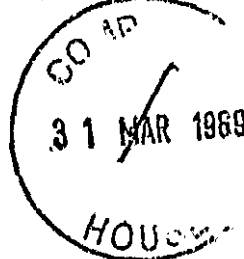
Designation: DIRECTOR

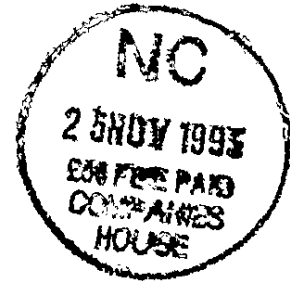
Date 13th March 1989

Presenter's name address and reference (if any):

For official Use
General Section

Post room





THE COMPANIES ACT 1985

Company Number: 01671240

SPECIAL RESOLUTION OF BIRKENHEAD ROOFING SUPPLIES LIMITED

It is resolved:

At an extraordinary general meeting of the Members of the above named Company, duly convened and held at the registered office on the 23rd day of ~~NOVEMBER~~ 1993 the following **SPECIAL RESOLUTION** was duly passed:-

That the name of the Company be changed to:

BIRKENHEAD BUILDING & ROOFING SUPPLIES LIMITED

Signed..........Chairman/Director

PARENTS' NAME AND ADDRESS:

KIM'S LEGAL SERVICES
BLACKTHORN HOUSE
MARY ANN STREET
ST PAULS SQUARE
BIRMINGHAM
B3 1RL

TEL: 021.212.1700.
FAX: 021.212.1401.

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1671240

I hereby certify that

BIRKENHEAD ROOFING SUPPLIES LIMITED


having by special resolution changed its name,

is now incorporated under the name of

**BIRKENHEAD BUILDING & ROOFING SUPPLIES
LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 1 DECEMBER 1993


MRS. L. PAINE

an authorised officer

THE COMPANIES ACT 1985

Company Number: 1671240

SPECIAL RESOLUTION OF

BIRKENHEAD BUILDING & ROOFING SUPPLIES LIMITED

It is resolved:

At an extraordinary general meeting of the Members of the above named Company, duly convened and held at the registered office on the 13 day of December 1993 the following **SPECIAL RESOLUTION** was duly passed:-

That the objects set forth in this printed document produced to this meeting and signed by the chairman hereof, be approved and adopted as the objects of the Company, in substitution for, and to the exclusion of, all existing objects and that the Memorandum be altered accordingly.

That the regulations set forth in the printed document produced to this meeting, and for the purposes of identification signed by the chairman hereof, be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all the existing articles.

Signed.....Chairman/Director

PRESENTORS NAME AND ADDRESS:

**KIM'S LEGAL SERVICES
BLACKTHORN HOUSE
MARY ANN STREET
ST PAULS SQUARE
BIRMINGHAM
B3 1RL**

**TEL: 021.212.1700.
FAX: 021.212.1401.**



[Handwritten signature]

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

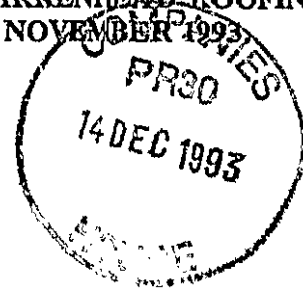
OF

*** BIRKENHEAD BUILDING & ROOFING SUPPLIES LIMITED**

1. The Company's name is "Birkenhead Building & Roofing Supplies Limited".
2. The Company's Registered Office is situated in England and Wales.
3. The Company's objects are:-
 - a. To carry on business as a general commercial trading Company.

*** THE NAME OF THE COMPANY WAS CHANGED FROM BIRKENHEAD ROOFING SUPPLIES LIMITED BY SPECIAL RESOLUTION DATED 23RD NOVEMBER 1993**

ob:sept28.m&a.gen



b To acquire and take over any businesses or undertakings carried on upon, or in connection with any land or building which the Company may have acquired or desire or propose to acquire or carry on or dispose of, remove or put an end to any such business or otherwise deal with it as may seem expedient.

c To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or assets.

d To purchase or by any other means acquire any freehold, leasehold, or other property or any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and building, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things and any form of real or personal property or rights which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.

e To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm or company in doing any of these things, and to work, manage and control these or join with others in so doing.

f To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licenses, trade marks, designs, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licenses or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

g To acquire the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisitions to accept all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation or for limiting competition, or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of these acts or things or property acquired, any Shares, Debentures, Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any Shares, Debentures, Debenture Stock, or securities so received.

h To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property or rights of the Company.

i To invest and deal with the monies of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.

j To lend and advance money or give credit to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property, and assets, present and future, and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premiums) of, and the dividends or interest

Non any debenture stock, shares or other securities of any company, firm or person, and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company as defined by Section 736 of the Companies Act 1985, or a subsidiary as defined by the said Section of the Company or the Company's holding company or otherwise associated with the Company in business.

k To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance but the Company of any obligation or liability that it may undertake.

l To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of trading, warrants, debentures, and other negotiable or transferable instruments.

m To apply for, promote, and obtain any Act of Parliament, Provisional Order, or License of the Board of Trade, or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to the prejudice of the Company's interests.

n To enter into any arrangements with any Governments or authorities (supreme, municipal, local or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges and concessions.

o To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company whether or not having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.

p To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.

q To remunerate any person, firm or company rendering services to this Company, either by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

r To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm or company, to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any Shares, Debenture Stock, or securities of this Company.

s To support and subscribe to any charitable or public objects, and any institution, society, or club which may be for the benefit of the Company or its employees or any such other company or person as mentioned below, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors or Officers of, or who are or have been employed by, or who are serving or have served the Company or any company which

is a subsidiary of the Company or is allied to or associated in business with the Company or with any such subsidiary company or any business acquired by the Company, and to the wives, widows, children, and other relatives and dependants of such persons to make payment towards insurance, and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependants.

t To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such Company.

u To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

v To distribute among Members of the Company in kind any property of the Company and in particular any shares, debentures, or securities of any other company belonging to this Company or of which this Company may have the power of disposing.

w To procure the Company to be registered or recognised in any part of the world.

x To do all such other things as may be deemed incidental or conducive to the attainments of the above objects or any of them.

It is hereby expressly declared that each sub-clause of this Clause shall be construed independently of the other sub-clauses hereof, and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4 The liability of the Members is limited.

5 The share capital of the Company is £100 shares divided into 100 ordinary shares of £1.00 each.

WE, the subscribers to this Memorandum, 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 out opposite our respective names.

Names and addresses of subscribers

No. Of Shares taken
By Each Subscriber

STEPHEN FREDERICK WALFORD
EPWORTH HOUSE
25/35 CITY ROAD
LONDON
EC1

ONE

JOHN REGAN
EPWORTH HOUSE
25/35 CITY ROAD
LONDON
EC1

ONE

Dated this 23rd day of September 1982

WITNESS to the above signatures :

YAP KIM LAN
EPWORTH HOUSE
25/35 CITY ROAD
LONDON
EC1

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BIRKENHEAD BUILDING & ROOFING SUPPLIES LIMITED

PRELIMINARY

1. Subject as hereinafter provided the Regulations contained in Table A in the Schedule to the Companies (Tables A - F) Regulations 1985 (SI 1985 No.805) as amended by the Companies (Tables A - F) (Amendment) Regulations 1985 (SI 1985 No.1052) (such Table being hereinafter called "Table A") shall apply to the Company. These Articles together with the remaining Regulations of Table A modified in accordance with the Articles will constitute the Regulations of the Company.
2. Regulations 2, 3, 24, 81, 87 and 99 of Table A shall not apply to the Company.
3. In these regulations "the Act" means the Companies Act 1985 as amended or extended by any other enactment.

CAPITAL

4. Subject to Article 5 the shares of the Company, whether forming part to the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may think fit subject in the case of any shares forming part of any increased capital directions as to their allotment or disposal being given by the Company in general meeting at the time of their creation.

5. 5.1 After the initial allotment of shares by the Directors any further shares proposed to be issued within the authorised share capital of the Company will be offered to the Members in proportion (so far as possible) to the number of the existing shares held by each of them unless the Company by Special Resolution shall otherwise determine. The offer will be made by notice specifying the number of shares offered, and a period (of not less than fourteen days) within which the offer, if not accepted, will be deemed to be declined.

5.2 After the expiration of that period, the shares deemed to be declined will be offered (again in the proportion to their shareholding) to the persons who have, within the period specified, accepted all the shares offered to them pursuant to clause 5.1. This further offer will be made in the same manner and specify the same period for acceptance as the original offer.

5.3 Any shares not accepted pursuant to clause 5.1 and 5.2 or not capable of being offered except by way of fractions and any shares released from the provisions of this Article by a Special Resolution of the Company will be under the control of the Directors. They may allot, grant options over or otherwise dispose of these shares to such persons, on such terms, and in such manner as they think fit. However, these shares must not be disposed of on terms which are more favourable to the subscribers to them than the terms on which they are offered to the Members. In accordance with Section 91 of the Act, Sections 89 and 90 (1) to (6) of the Act will not apply to the Company.

6. Subject to Article 5 the Directors are authorised in accordance with Section 80 of the Act to exercise any power of the Company (and in particular the power contained in Article 4 of these regulations) to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the share capital created on the incorporation of the Company. This power will be exercisable at any time before the date of the fifth anniversary of incorporation of the Company. After this date the authority will expire except that the Directors may allot shares after the expiry in pursuance of any agreement or offer to allot made before the date of expiry. This authority may be revoked, varied or renewed (but not for more than five years at a time) by Ordinary Resolution.

7. 7.1 Subject to the provisions of Chapter VII of Part V of the Act any shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

7.2 Subject to Chapter VII of Part V of the Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.

7.3 Subject to Chapter VI of Part V of the Act the Company may give financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the Company or its Holding Company for the time being.

TRANSFER OF SHARES

8. The Directors, in their absolute discretion and without assigning any reason whatsoever, may decline to register the transfer of any share whether or not it is a fully paid share.

THE SEAL

9. 9.1 In such instances where the Company has a seal it shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or a second Director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal.

9.2 Regulation 101 of Table A shall not apply to the Company.

PROCEEDINGS AT MEETINGS

10 10.1 All meetings other than the Annual General Meeting of the Company shall be referred to as Extraordinary General Meetings. All business transacted at an Extraordinary General Meeting of the Company shall be referred to as special and will be subject to Regulation 38 of Table A.

10.2 Notices convening any General Meeting shall comply with Section 372(3) of the Act thereby notifying Members of their right to appoint proxies.

10.3 No business shall be transacted at a General Meeting unless a quorum comprising of at least two members who are also entitled to vote is present. If such a quorum is not present within half an hour of the time appointed for an adjourned meeting then notwithstanding the provisions in Regulation 41 of Table A the meeting may be dissolved.

VOTE OF MEMBERS

11. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every Member present in person will have one vote, and on a poll every Member will have one vote for each share of which he is a holder.

DIRECTORS

12 12.1 Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of directors and the minimum number of directors shall be one.

12.2 Regulation 64 shall not apply to the Company.

12.3 Other than the office of Auditor, a Director may hold any other office or profitable position with the Company in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

12.4 The Directors will not be subject to retirement by rotation. Regulations 73 to 75 of Table A will not apply and all other references in Table A to retirement by rotation shall be disregarded.

12.5 Any Director may act by himself or through his firm in a professional capacity for the Company. He or his firm will be entitled to remuneration for professional services as if he were not a Director subject to Article 12.3.

12.6 The Company will not be subject to Section 293 of the Act, and accordingly any person may be appointed or elected as Director whatever his age. No Director will be required to vacate his office of Director by reason of his attaining of having attained the age of seventy years or any other age.

13. The offices of a Director will be vacated : -

13.1 if by notice in writing to the Company he resigns the office of Director;

13.2 if he becomes bankrupt or insolvent, or enters into an arrangement with his creditors;

13.3 if he becomes of unsound mind;

13.4 if he is prohibited from being a Director by any order made under Section 188 of the Act;

13.5 if he is removed from office by a resolution duly passed under Sections 295 to 300 (inclusive) of the Act.

DIRECTORS INTERESTS

14. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company will declare the nature of his interest at a meeting of the Directors in accordance with Section 317 (1) of the Act. A Director who has disclosed his interest may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such director will be counted in the quorum present at any meeting at which such contract or proposed contract or arrangement is being considered. Regulations 94, 95 and 98 of Table A will not apply to the Company.

POWERS OF DIRECTORS

15. In addition to and without limitation of any other powers they have the Directors may :-

15.1 either alone or with any subsidiaries of the Company or companies with which it is associated in business establish and making contributions out of the Company's moneys to any schemes or funds providing pensions, annuities, sickness or compassionate allowances, life assurance benefits, donations, gratuities or other benefits for employees. Employees will include for the purpose of this Article any director who may hold or have held any office or position with the Company and ex-employees of the Company and of any subsidiary or associated company and their wives, widows, relatives or dependants;

15.2 pay, enter into agreements to pay or make grants revocable or irrevocable (whether subject to any terms and conditions) of pensions or other retirement, superannuation, death or disability benefits to employees in addition to any monies due to an employee under a scheme established under Article 15.1. Any pension or benefit granted, pursuant to this Article, may be granted to an employee either before and in anticipation of or upon or at any time after this actual retirement;

15.3 procure the establishment and subsidy of or subscription to and support of any institutions, associations, clubs, funds or trusts calculated to be for the benefit of any employee or to advance the interests and well-being of the Company or of any subsidiary or associated company, or its members;

15.4 may make payment for or towards the insurance of these people and subscriptions or guarantees of money for charitable or benevolent, general or useful objects.

BORROWING POWERS

16. The Directors may :-

16.1 exercise all the powers of the Company to borrow money and to mortgage or charge all or part of its undertaking, property, assets (both present and future) and uncalled capital;

16.2 issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligations of the Company or its holding company (if any) or any subsidiary of the Company or its holding company or of any third party.

QUORUM

17. The quorum necessary for the transaction of the business of the Board of Directors may be fixed by the Board, and unless so fixed shall be two, save where there is only one Director of the Company in which case that Director shall be a quorum until such times as the number of Directors is increased to two or more. For the purpose of determining whether the quorum for the transaction of the business of the Board exists, resolutions may be agreed by Directors by telephone and any Director consulted by telephone about the resolution will be counted in the quorum.

MANAGING DIRECTORS AND MANAGERS

18. The Directors may from time to time appoint one or more of their number to the office of Managing Director for such period and on such terms as they think fit. The appointment may be revoked by the Directors at any time and for any reason. A Managing Director's appointment, will automatically be terminated if he ceases from any cause to be a Director.

SECRETARY

19. The Secretary will be appointed by the Directors on such terms as they think fit, and any Secretary appointed may be removed by them. If at any time there is no Secretary or for any reason no Secretary capable of acting, the Directors may appoint an assistant or deputy Secretary.

INDEMNITY

20. Subject to the provisions of the Act every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any losses or liabilities incurred by him in or about the lawful execution and discharge of his duties; Regulation 118 of Table A shall be modified accordingly.

Names and addresses of subscribers

STEPHEN FREDERICK WALFORD
EPWORTH HOUSE
25/35 CITY ROAD
LONDON
EC1

JOHN REGAN
EPWORTH HOUSE
25/35 CITY ROAD
LONDON
EC1

Dated this 23rd day of September 1982

WITNESS to the above signatures :

YAP KIM LAN
EPWORTH HOUSE
25/35 CITY ROAD
LONDON
EC1