34/041

COMPANIES ACTS, 1963 to 1999

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- OF -

BALLYTRAIN PLANT & COMMERCIAL SALES LIMITED

FEE PAID IN FULL
DEL. DOC. No.
29 MAR 2001 2806441
CRO Disk
COMPANIES REGISTRATION OFFICE

1. The name of the Company is BALLYTRAIN PLANT & COMMERCIAL SALES LIMITED

2. The objects for which the company is established are:

A(i) To carry on business as hirers of and dealers in all kinds of plant and machinery including excavators, trascavators, bulldozers, compressors, dumpers, trucks, and construction tools of all kinds, scaffolding, girders, frames, pipes, fencing materials, skips, drilling and welding equipment and materials, forklifts, cranes, engines and all types of constructional vehicles and to buy, sell, hire, rent, lease, install, inspect, test and repair machinery and equipment of all kinds. To carry on business as excavating contractors, civil, constructional and mechanical and general engineers, site clearers, refuse removers, transport contractors, drainage and agricultural contractors, and to undertake and execute any contract or works that can be conveniently carried out in connection with the above.

(ii) To carry on business as manufacturers, designers, importers, exporters, buyers, sellers, (whether by wholesale or retail) storers, warehousers, distributors and suppliers of and dealers in goods and articles of every description (whether consumable or otherwise) and whether for domestic, industrial, commercial or agricultural use.

(iii) To undertake, provide and carry out any service or contract of works deemed necessary or advantageous in promoting the objects of the Company.

(iv) To acquire and carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above, or which may seem calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or rights.

REGISTERED
29 MAR 2001

B. To purchase, take on lease or in exchange, hire or by any other means, acquire and protect, any freehold, leasehold, or other property, or any estate or interest, any lands, buildings, roads, railways, bridges, waterways, aircrafts, vessels, vehicles, machinery, engines, plant, live and dead stock, easements, rights, patents, patent rights, trade marks, brevet d'inventions, registered designs, protections and concessions, licences, stock in trade and any real or personal property or rights whatsoever which may be considered necessary, advantageous or useful to the Company.

C. To construct, build, erect, alter, enlarge, demolish, lay down, maintain; any buildings, roads, railways, bridges, walls, fences, banks, reservoirs, waterways and waterworks and to carry out preliminary and associated works; or contract, sub-contract, or join with others to carry out or complete any of the aforesaid and to work, manage and control the same or join with any person, firm or company in doing so.

D. To borrow, raise or secure the payment of money in such manner as the Company shall think fit and in particular to issue debentures, debenture stock, bonds, obligations and securities of all kinds and to charge and secure the same by Trust Deed or otherwise on the undertaking of the Company or upon any specific property or rights, present or future, of the Company including its uncalled capital or by any other means howsoever.

E. To guarantee, support or secure whether by mortgaging or charging all or any part of the undertaking, property and assets both present and future and uncalled capital of the Company or for the preformance and discharge of any contract, obligation or liability of a company or any person or corporation with whom or which the company has dealings or having a business or undertaking in which the company is concerned or interested whether directly or indirectly and in particular to give security for any debts, obligations or liabilities of any company which is for the time being the Holding Company or a subsidiary of the company or a subsidiary of the Holding Company.

F. To pay or remunerate any person, firm or Company for rendering services for and on behalf of this Company and to pay any costs, charges or expenses incurred or sustained by or in connection with the formation and incorporation of this company and either by cash payments or by allotment to him or them of shares or securities of the company credited as fully paid up or otherwise. To open and operate bank accounts in any country.

G. To invest and deal with the monies of the Company not immediately required for the purpose of its business in or upon such investments or securities and in such manner as may from time to time be determined.

H. To draw, make, accept, endorse, discount, negotiate and issue promissory notes, bills of exchange, warrants, Bills of Lading and other negotiable or transferrable instruments.

I. To develop, improve, manage, cultivate, 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 and rights of the Company.

J. To lend and advance money or give credit to any person, firm or company and on such terms as may seem expedient.

K. To enter into and carry into effect any arrangement with any person, firm, company or Government or Government body or authority that may seem conducive to the company's objects and to apply for, promote, and obtain from any person, firm, company, Government or Government body or authority any contracts, concessions, privileges, charters, decrees and rights which the company may think is desirable and to carry out and exercise and comply with same.

L. To act as agents, brokers, and as trustees for any person, firm or Company and to establish agencies and branches and appoint agents and others to assist in the conduct or extension of the Company's business.

M. To provide for the welfare of persons employed or previously employed in or holding office under the company and to grant pensions, allowances, gratuities, bonuses or other payments to officers, ex-officers, employees and ex-employees or the dependants or connections of such persons; to establish and contribute to pensions or benefit funds or schemes for the benefit of persons aforesaid; to form, subscribe to or support any charitable, benevolent, religious or other institution and to instigate and maintain any club or other establishment calculated to advance the interests of the company or its officers, ex-officers, employees, ex-employees or dependants or connections.

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

O. To undertake and execute the office of nominee, trustee, executor, administrator, registrar, secretary, committee or attorney for any purpose and either solely or jointly with others and generally to undertake, perform and fulfil any office of trust or confidence.

P. To accept payment for any property or rights sold or otherwise disposed of or dealt with by the company in whatever form and on such terms as the company may determine.

Q. To establish, promote or otherwise assist any company and to promote or otherwise assist any person or firm for the purpose of acquiring all or any of the properties and or liabilities or for furthering any objects of this company or for the purpose of instigating or opposing any proceedings or applications which may be considered necessary, advantageous or useful to the Company.

R. To subscribe for, accept, deal in, purchase or sell or otherwise acquire, deal in, dispose of or hold shares or other interests in or securities of any company carrying on or proposing to carry on any business within the objects of this company or carrying on any business capable of being carried on so as to benefit this company.

S. To purchase, redeem, hold, reissue, sell or otherwise deal in shares of this company in such manner as permitted by law.

T. To enter into any partnership or joint arrangement or arrangements for sharing profits with any company having objects similar or in part similar to those of this company and to give whatever undertakings are considered necessary by this company.

U. To distribute among the members in specie or otherwise as may be resolved, any assets of the company and in particular, any shares, debentures or securities of other companies belonging to this company or of which this company may have the power of disposing.

V. To procure the company to be registered or recognised in any place outside Ireland.

W. To do all such things as are incidental or conducive to the attainment of the foregoing objects or any of them.

The word Company, in this clause, except where used in reference to this Company, shall be deemed to include any body of persons whether incorporated or not and whether domiciled in Ireland or elsewhere.

It is hereby expressly declared that each sub-clause of this clause shall be construed independently of the other sub-clause 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.

Provided always that the provisions of this clause shall be subject to the company obtaining where necessary for the purpose of carrying any of its objects into effect such licence, permit or authority as may be required by law.

3. The liability of the members is limited.

4. The share capital of the Company is Euro€100,000 divided into 100,000 shares of Euro€1.00 each, with power to increase or decrease the share capital. The capital may be divided into different classes of shares with any preferential, deferred or special rights or privileges attached thereto, and from time to time the Company's regulations may be varied so far as may be necessary to give effect to any such preference, restriction or other term.

We, the several persons whose names, addresses and descriptions are subscribed, wish to be formed into a company in pursuance of this Memorandum of Association, and we 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
Northcote Limited, 41, Central Chambers, Dame Court, Dublin 2. Signed_____ WILLIAM CURRAN Director on behalf of Northcote Limited.	One
Renmount Limited, 41, Central Chambers, Dame Court, Dublin 2. Signed_____ WILLIAM CURRAN Director on behalf of Renmount Limited.	One
TOTAL SHARES TAKEN:	Two

DATED THE 21ST DAY OF MARCH, 2001.

WITNESS TO THE ABOVE SIGNATURES:

Noeleen Curran
1 Pinewood,
Ballybrack,
Co. Dublin.

COMPANIES ACTS, 1963 TO 1999

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- OF -

BALLYTRAIN PLANT & COMMERCIAL SALES LIMITED

1. (A.) The regulations contained in Part II of Table A in the First Schedule to the Companies Acts, 1963 to 1990 (hereinafter referred to as "Table A, Part II"), shall apply to the company, and together with the Regulations hereinafter contained, shall constitute the Regulations of the Company save in so far as they are hereby varied or excluded.

(B.) Regulations 75, 79 and 138 of Part I of Table A in the said schedule shall not apply to the Company.

SHARES

2. (A.) The Directors are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as such expression is defined in Section 20 of the Companies (Amendment) Act, 1983) up to a maximum aggregate of the number of unissued shares in the capital of the Company from time to time but this authority shall not extend beyond such date as shall be five years from the date of incorporation of the Company provided always that the directors shall have power, notwithstanding that the date aforesaid has expired, to allot relevant securities in pursuance of an offer or agreement made before the expiry of such date as aforesaid as if the authority conferred hereby had not expired.

(B.) Section 23 (I) of the Companies (Amendment) Act, 1983 is hereby excluded in its application in relation to all allotments by the Company of equity securities as defined for the purposes of that Section.

3. Subject to the provisions of Section 64 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.

4. In regulation II of Table A, part I, the words ("not being a fully paid share") shall be omitted and the lien conferred by that Regulation shall attach to all shares registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or one of two or more joint holders.

5. The Company may issue redeemable shares on such terms and conditions as it sees fit. The Company may purchase, redeem, hold, cancel, reissue, sell or otherwise deal in its own shares as permitted by law.

TRANSFER OF SHARES

6. Any shares of a deceased member may be transferred by his executor or administrator to the widow or widower, child or grandchild of such deceased member and Regulation 3 of Part II of Table A shall be modified accordingly.

7. An instrument of transfer of a share (other than a partly paid share) need not be attested, and Regulation 22 of Part I of Table A shall be modified accordingly.

GENERAL MEETING

8. A resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a General Meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a General Meeting of the Company duly convened and held and may consist of one or more documents in the like form each signed by one or more of the members, (or being bodies corporate, by their duly authorised representatives). Such a resolution may also consist of one or more telefax or facsimile messages in like form signed in the name of each or all of the Members provided that in the case of each such telefax or facsimile message the Secretary or any Director shall have endorsed the same with a certificate stating that he is satisfied as to the authenticity thereof and if described as a Special Resolution shall be deemed to be a Special Resolution within the meaning of the Act.

9. Subject to Section 140 of the Companies Act 1963 concerning Annual General Meetings, all other meetings (including Extraordinary General and Class Meetings of the members of the Company and all meetings of the Board of Directors including any committees of the Board of Directors) may be conducted by the use of a conference telephone or similar facility provided always that the Chairman of the Meeting notes his satisfaction that all of the Members of the Company (in the case of Meetings of Members of the Company) and that all of the Directors of the Company (in the case of Meetings of Directors of the Company);

(A) have been notified of the convening of the Meeting and the availability of the conference telephone or similar facility for the Meeting; and

(B) can hear and contribute to the meeting

and such participation in a meeting shall constitute presence in person at the meeting.

10. Regulation 53 of Table A, Part I, shall apply as if the following words were added at the end thereof "and the fixing of the remuneration of the Directors."

11. A poll may be demanded by the chairman or by any member present in person or by proxy and Regulation 59 of Table A, Part I, shall be modified accordingly.

BORROWING POWERS

12. The Directors may exercise all the powers of the Company to raise or 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 any third party.

DIRECTORS

13. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid as if it had been passed at a meeting of the Directors duly convened and held and may consist of one or more documents in the like form each signed by one or more of the directors.

14. Any Director may in writing appoint any person who is approved by the majority of the Directors, to be his alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present, and where he is a Director, to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the Company and shall not be entitled to be an agent of the Director appointing him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him, and the proportion thereof shall be agreed between them.

15. A Director who wishes to resign from the Company may do so by either attending a meeting of the Company and declaring his intention to resign with effect from the conclusion of that meeting or by writing to the company at its registered office tendering his resignation. In either case, the company is bound to accept such resignation. Should the consequences of the resignation be that the number of Directors would fall below the minimum as required by the Company's Act 1963, the company must simultaneously appoint an alternative Director to satisfy the minimum requirement of the Act.

16. Regulation 91 of Table A, Part I relating to the vacation of office by a Director, shall apply as if paragraph (g) thereof was deleted.

17. The Directors of the Company shall not be required to retire by rotation and Regulations 92 to 100 (inclusive) of Table A, Part I, shall be amended accordingly.

18. A Director appointed to fill a casual vacancy or as an addition to the Board shall not automatically have to retire from office at the Annual General Meeting next following his appointment and the last sentence of Regulation 98 of Table A, Part I, shall be deleted.

19. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of President, Chairman, Managing Director, Chief Executive Officer or any other title and deputies or assistants to these positions as the Directors may decide and on such terms as they think fit, and if no period or terms are fixed, then such executive shall comply with such directions as may be given to him by the Directors from time to time, and the appointment shall be automatically terminated (without prejudice to any claim he may have for damages for breach of contract or service between him and the Company) if he shall cease to be a Director and Regulation 110, of Table A part 1 shall be modified accordingly.

20. Every Director shall be entitled to receive notices of and attend and speak at all General Meetings of the holders of any class of shares in the capital of the Company, and Regulation 136 shall be amended accordingly.

21. Unless and until otherwise determined by the Company in General Meeting , the number of Directors shall not be less than two nor more than twenty, The first Directors will be the persons named in the statement delivered to the Registrar of Companies in accordance with Section 3 of the Companies (Amendment) Act 1982.

SECRETARY

22. The first Secretary of the Company shall be the person named as the first Secretary of the Company in the statement delivered under Section 3 of the Companies (Amendment) Act 1982.

NOTICES

23. Any notice required to be given by the Company to any person ("the recipient") under these articles may be given by means of delivery, post, cable, telegram, telex, telefax, electronic mail or any other means of communication approved by the directors, to the address or number of the recipient notified to the Company by the recipient for such purposes (or if not so notified, then to the address or number of the recipient last know to the Company). Any notice so given shall be deemed, in the absence of any agreement to the contrary between the Company and the recipient, to have been served at the expiration of 48 hours after dispatch.

INDEMNITY

24. Subject to Section 200 of the act, every Director, Secretary, Agent 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 judgement is given in his favour or in which he is acquitted or in connection with any application under Section 391 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 or damage incurred by the Company in the execution of the duties of his office or in relation thereto.

ACCOUNTS

25. The Company may, if it satisfies the requirements set out in the Companies (Amendment) (No. 2) act 1999, exempt itself from the requirement to have its accounts audited provided no member or members of the Company holding shares in the company that confer, in aggregate, not less than one tenth of the total voting rights in the company requests or request the company not to avail itself of the exemption the next financial year.

AUDITOR

26. The Company, provided it satisfies the requirements of the Companies (Amendment) (No. 2) act 1999 relating to exemption from the requirement to have its accounts audited including members rights (sec 33), shall not be required to appoint an auditor and if the Company so resolves, then any reference to an auditor in any regulation shall be deleted accordingly.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Northcote Limited,
41, Central Chambers,
Dame Court,
Dublin 2.

Signed_____
WILLIAM CURRAN
Director on behalf of
Northcote Limited.

Renmount Limited,
41, Central Chambers,
Dame Court,
Dublin 2.

Signed_____
WILLIAM CURRAN
Director on behalf of
Renmount Limited.

DATED THE 21ST DAY OF MARCH, 2001.

WITNESS TO THE ABOVE SIGNATURES:

Noeleen Curran
1 Pinewood,
Ballybrack,
Co. Dublin.