

573370

No. of Company.....

Form No. 41

THE COMPANIES ACT, 1948



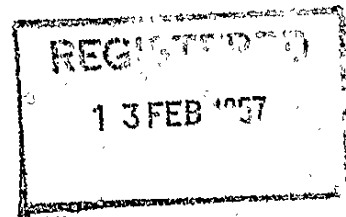
A
Companies
Registration
Fee Stamp
of 5s.
must be
impressed
here

Declaration of Compliance

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

Pursuant to Section 15 (2)

Name of Company :



A. G. PROPERTIES

LIMITED

Presented by

LIEBERTON LEWIS & CO.,

**8, MUSEUM HOUSE,
MUSEUM STREET,
LONDON, W.C.1.**

H. A. JUST & CO. LTD.

Company Printers and Registration Agents,
15, Portugal Street, Lincoln's Inn, W.C.2.
Telephone : HOLBORN 9781

I, LIONEL HOWARD LEITCH
of 2 MUSEUM HOUSE
MUSEUM STREET
LONDON W.C.1.

do solemnly and sincerely declare that I am (a) a Solicitor of the Supreme Court

engaged in the formation of

of A.G. Properties 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 245 Oxford St W1

London.

the four day of February.

one thousand nine hundred and fifty-seven
before me.

P. Taylor

(b) A Commissioner for Oaths.

Lionel Howard Leitch

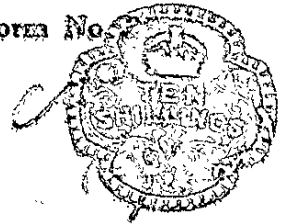
(a) "A Solicitor of the Supreme Court" (or in Scotland "by a Solicitor")
"engaged in the formation" or "A person named in the Articles of
Association as a Director or Secretary."

(b) or Notary Public or Justice of the Peace.

571170

No. of Company,

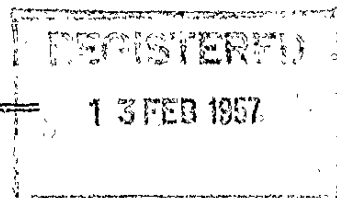
Form No.



A. G. PROPERTIES
LIMITED

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891. (NOTE—The Stamp Duty on the Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41 Finance Act, 1933.)

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



The NOMINAL CAPITAL of A. G. PROPERTIES

..... Limited,

is £ 100,000, divided into 100,000 shares of £ 1 each.

Signature [Signature]

Description Secretary

Date 5th February 1957

Printed by

LIEBERMAN LEIGH & CO.,
PRINTERS,
8, BEECHY TREE LANE, TOWER
MUNICH STREET,
LONDON, W.C.1.

H. A. JUST & CO. LTD.

Company Printers and Registration Agents,
15, Portugal Street, Lincoln's Inn, W.C.2.
Telephone: HOLBORN 9781

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

A. G. PROPERTIES LIMITED

1. The name of the Company is :-
"A. G. PROPERTIES 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 purchase, take on lease, or in exchange, or otherwise acquire and hold any lands or buildings wherever situate, or rights or interests therein or connected therewith, and to manage, farm or let the same or any part thereof for any period, and at such rent and on such conditions as the Company shall think fit, or to develop the same or any part thereof as a building estate, and to construct and erect houses, flats, factories, warehouses and buildings of any kind thereon; to lay out roads and pleasure gardens and recreation grounds; to pull down, alter or improve buildings; to plant, drain or otherwise improve the land or any part thereof.
- (b) To construct, equip and carry on works for the manufacture of gas and electricity, and to lay mains and pipes, instal services and carry on the business of the provision and supply of electricity and gas; to construct reservoirs and waterworks; to lay mains and pipes and supply water; and to provide and fix electric, gas and water fittings.
- (c) To carry on business as builders and decorators, joiners, plumbers, engineers, electricians, sanitary engineers, merchants and dealers in builders' and decorators' requisites of all kinds, and land and estate agents and managers.

REGISTERED

"A. G. PROPERTIES LIMITED"

7 FEB 1957

- (d) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (e) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (f) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (g) To apply for, purchase or otherwise acquire any patents, licenses or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (h) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (i) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

- (j) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (k) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (l) 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, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any Debentures at any time paid off.
- (m) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (n) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (o) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (p) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

- (q) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (r) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- (s) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (t) To distribute any property of the Company in specie among the members.
- (u) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained 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, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

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.
<i>Wolfie Grossman</i> <i>164, Regents Park Road,</i> <i>Finchley, N.3.</i> <i>Company Director.</i>	1
<i>Hilda Grossman</i> <i>64, Regents Park Rd</i> <i>Finchley</i> <i>N.3.</i>	1
<i>Married Woman</i>	

DATED this 5th day of February 1957.

WITNESS to the above signatures :-

L. H. Leigh LEIGH.
 8 Museum House
 Museum Street
 London W.C.1.
Schiller

573370



THE COMPANIES ACT, 1948



COMPANY LIMITED BY SHARES

Articles of Association OF A. G. PROPERTIES LIMITED

REGISTERED

13 FEB 1957

PRELIMINARY.

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act, 1948 (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.

2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet :- 24, 53, 58, 75, 79, 84(2), 84(4), 89, 90, 91 and 92.

PRIVATE COMPANY.

3. The Company is a Private Company within the meaning of the Act.

SHARES.

4. The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine, but so that, except as provided by the Statutes, no shares shall be issued at a discount.

LIEN.

5. The lien conferred by Clause 11 of Part I of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER OF SHARES.

6. Clause 3 of Part II of Table "A" shall not apply to any transfer to a person who is already a member of the Company.

7. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, subject to Clause 3 of Part II of Table "A", dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

PROCEEDINGS AT GENERAL MEETINGS.

8. 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 the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

47

DIRECTORS.

9. The number of Directors shall not be less than two nor more than five. The first Directors shall be Abraham Grossman of Queens Hotel, Church Road, Upper Norwood in the County of Surrey and Leah Grossman of the same address his wife.

10. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

11. Subject to the provisions of Section 199 of the Act, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS.

12. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, 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.

ALTERNATE DIRECTOR.

13. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

INDEMNITY.

14. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A", every Director, officer, or official of the Company, shall be indemnified out of the funds of 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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Wolfe Grossman
64 Regent Park Road,
Finchley N.3.
Company Director

Hilda Grossman
64 Regent Park Rd.,
Finchley,
N.3.

Married Woman

DATED this *5th* day of *February* 1957.

WITNESS to the above signatures :-

L. H. Leigh *LEIGH.*
8 Museum House
Museum Street
London W.C.1.
Solicitor

DUPLICATE FOR THE FILE

No. 578370



Certificate of Incorporation

I Hereby Certify That

A. G. PROPERTIES LIMITED

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

Given under my hand at London this Thirteenth day of
February One Thousand Nine Hundred and Fifty seven.

ASSISTANT Registrar of Companies

Certificate
received by

W. S. S. for Leebman Leigh & Co.

Date 18th Feb 1957

No. 578370

THE COMPANIES ACT 1948.

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

— OF —

A.G. PROPERTIES LIMITED

Passed on the seventh day of December, 1961.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above named company, duly convened and held at 2, Tenby Mansions, Brent Street, Hendon, N.W.4. on the seventh day of December, 1961, the following ORDINARY RESOLUTION was duly passed:-

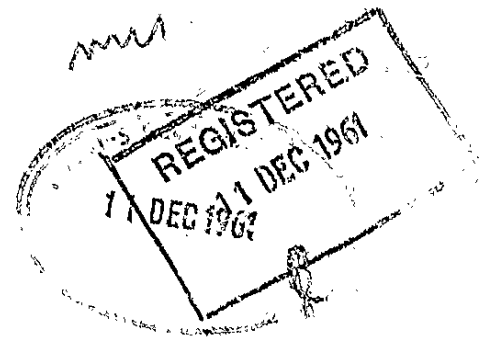
"THAT the Capital of the Company be and is hereby increased by the creation of 900 shares of £1 each ranking pari passu with the existing shares in the Company."

A. Grossman

Chairman

CERTIFY
Document
has been Printed by
Type-Litho Process,
Electric Law Press Ltd.

SM



2805



THE COMPANIES ACT, 1947.

NOTICE OF INCREASE IN NOMINAL CAPITAL.

Pursuant to Section 63.

Name
of
Company

A. G. Properties

Limited.

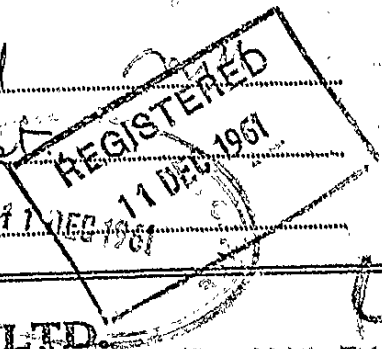
NOTE.—This Notice, accompanied by a printed copy of the Resolution authorising the Increase, must be forwarded to the Registrar of Companies within 15 days after the passing of the said Resolution.

Presented by

Norman + Whitehead

146 A. Queen Victoria St

E. C. 4



PUBLISHED AND SOLD BY

WITHERBY & CO. LTD.

Law and Companies' Printers and Stationers

15, NICHOLAS LANE, LONDON, E.C.4

TELEPHONE: MANSION HOUSE 7373 (5 Lines)

Watford Factory:
CAFEX PLACE, HIGH STREET

Office and Printing Works:
320, HIGH HOLBORN, W.C.1
HOLBORN CO.1 (4 Lines)

€ 806

TO THE REGISTRAR OF COMPANIES.

A. Y. Properties Ltd.

hereby gives you notice pursuant to Sect. 63 of the Companies Act, 1948, that by

(a) *an Ordinary* Resolution of the Company dated the *22nd*

day of *December* 19*61*, the nominal Capital of the Company has

been increased by the addition thereto of the sum of £ *400* beyond

the registered Capital of £ *100*. The additional

Capital is divided as follows:—

<u>Number of Shares.</u>	<u>Class of Share.</u>	<u>Nominal Amount of each Share.</u>
<i>400</i>	<i>Ordinary</i>	<i>£1</i>

The conditions (e.g., voting rights, dividends, etc.) subject to which the new Shares have been or are to be issued are as follows:—

to rank pari passu with the existing shares in the company.

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

(Signature)

A. G. Gorman

(State whether Director,
or Manager or Secretary)

Director

Dated the *22nd* day of *December* 19*61*.

(a) " Ordinary," " Extraordinary " or " Special."

Margin reserved for Binding.

NO. OF COMPANY

578370

COMPANY HAVING A SHARE CAPITAL

NAME OF

COMPANY

A. G. Properties

LIMITED.

Statement of Increase of Nominal Capital

pursuant to Section 112 of the Stamp Act, 1891.

(NOTE.—The stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

The Nominal Capital of the above-named Company has by a Resolution of the Company dated seventh December 1961 been increased by the addition thereto of the sum of £ 900 beyond the Registered Capital of £100

Signature

A. Gorman

Date

7th December

Description

Director

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the increase.

CAT. NO. CA.26.

JORDAN & SONS, LTD.,

116, Chancery Lane, London, W.C.2.

SHAW & SONS LTD.

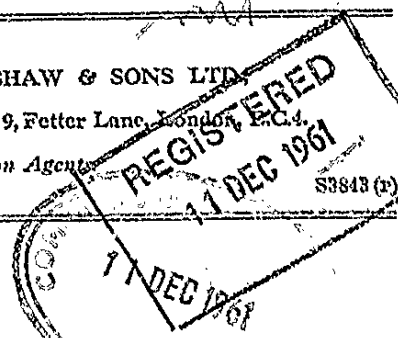
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents

Presented for registration by

Norman Whitehead

116 A. Queen Victoria St.



E.C.4

507

Number of Company: 578370. *29*

THE COMPANIES ACTS, 1948 to 1967.

COMPANY LIMITED BY SHARES.

(COPY)

SPECIAL RESOLUTION

Resolte (Pursuant to The Companies Act, 1948, Sections 10 and 141)

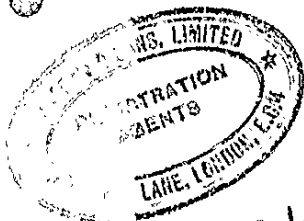
OF

A. G. PROPERTIES LIMITED.

Passed the 10th day of November, 1968.

At an Extraordinary General Meeting of the above-named Company, duly convened, and held at 2 Tenby Mansions, Brent Street, Hendon, in the County of London, on the 10th day of November, 1968, the following SPECIAL RESOLUTION was duly passed:-

That Clause 2 of the Articles of Association of the Company be amended so as to read in the fourth line of such clause "89, 90, 91, 92 and 98".



*Antyue Hudson & Co
London.*

R. Brown
CHAIRMAN



THE COMPANIES ACT. 1948.

COMPANY LIMITED BY SHARES

A. G. PROPERTIES
LIMITED

Memorandum

— AND —

Articles of Association

Incorporated the 13th day of February 1957.

No. 578370

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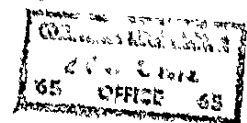
(COPY).

Certificate of Incorporation

I HEREBY CERTIFY that A.G. PROPERTIES LIMITED
is this day Incorporated under the Companies Act,
1948, and that the Company is LIMITED.

GIVEN under my hand at London this Thirteenth
day of February One thousand Nine hundred and Fifty-
seven.

A.J.C. MANN,
Assistant Registrar of Companies.



578370/30

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

A. G. PROPERTIES LIMITED

1. The name of the Company is :- "A. G. PROPERTIES LIMITED".

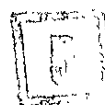
2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are :-

Land & Buildings

(a) To purchase, take on lease, or in exchange, or otherwise acquire and hold any lands or buildings wherever situate, or rights or interests therein or connected therewith, and to manage, farm or let the same or any part thereof for any period, and at such rent and on such conditions as the Company shall think fit, or to develop the same or any part thereof as a building estate, and to construct and erect houses, flats, factories, warehouses and buildings of any kind thereon; to lay out roads and pleasure gardens and recreation grounds; to pull down, alter or improve buildings; to plant, drain or otherwise improve the land or any part thereof.

(b) To construct, equip and carry on works for the manufacture of gas and electricity, and



to lay mains and pipes, instal services and carry on the business of the provision and supply of electricity and gas; to construct reservoirs and waterworks; to lay mains and pipes and supply water; and to provide and fix electric, gas and water fittings.

- (c) To carry on business as builders and decorators, joiners, plumbers, engineers, electricians, sanitary engineers, merchants and dealers in builders' and decorators' requisites of all kinds, and land and estate agents and managers.
- (d) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (e) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (f) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (g) To apply for, purchase or otherwise acquire any patents, licenses or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.

- (h) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (i) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.
- (j) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (k) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (l) 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, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any Debentures at any time paid off.
- (m) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (n) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (o) To remunerate any person or company for services

rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

- (p) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (q) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (r) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- (s) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (t) To distribute any property of the Company in specie among the members.
- (u) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed

to be merely subsidiary to the objects contained 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, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

* By Ordinary Resolution passed on the 7th December 1961 the capital of the Company was increased to £1000 by the creation of 900 shares of £1 each ranking pari passu with the existing shares in the Company.

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.
WOLFIE GROSSMAN, 64, Regents Park Road, Finchley, N.3. Company Director.	One
HILDA GROSSMAN, 64, Regents Park Road, Finchley, N.3. Married Woman.	One

DATED this 5th day of February, 1957.

WITNESS to the above signatures :-

L.H. LEIGH,
8, Museum House,
Museum St.,
London, W.C.1.

Solicitor.

At an Extraordinary General Meeting of the above-named Company, duly convened, and held at 2, Tenby Mansions, Brent Street, Hendon, in the County of London, on the 10th day of November, 1968, the following SPECIAL RESOLUTION was duly passed :-

That Clause 2 of the Articles of Association of the Company be amended so as to read in the fourth line of such clause "89,90,91,92 and 98".

COMPANY LIMITED BY SHARES

Articles of Association

OF

A. G. PROPERTIES LIMITED

PRELIMINARY

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act, 1948 (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.

2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet :- 24, 53, 58, 75, 79, 84(2), 84(4), 89, 90, 91 and 92.

PRIVATE COMPANY

3. The Company is a Private Company within the meaning of the Act.

SHARES

4. The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine, but so that, except as provided by the Statutes, no shares shall be issued at a discount.

LIEN

5. The lien conferred by Clause 11 of Part I of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER OF SHARES

6. Clause 3 of Part II of Table "A" shall not apply to any transfer to a person who is already a member of the Company.

7. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, subject to Clause 3 of Part II of Table "A", dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

PROCEEDINGS AT GENERAL MEETINGS

8. 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 the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes

of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

DIRECTORS

9. The number of Directors shall not be less than two nor more than five. The first Directors shall be Abraham Grossman of Queens Hotel, Church Road, Upper Norwood in the County of Surrey and Leah Grossman of the same address his wife.

10. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

11. Subject to the provisions of Section 199 of the Act, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS

12. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, 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.

ALTERNATE DIRECTOR

13. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

INDEMNITY

14. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A", every Director, officer, or official of the Company, shall be indemnified out of the funds of 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.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

WOLFIE GROSSMAN,
64, Regents Park Road,
Finchley, N.3.
Company Director.

HILDA GROSSMAN,
64, Regents Park Road,
Finchley, N.3.
Married Woman.

DATED this 5th day of February 1957.

WITNESS to the above signatures :-

L.H. LEIGH,
8, Museum House,
Museum St.,
London, W.C.1.

Solicitor.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

A. G. PROPERTIES LIMITED

Memorandum

— AND —

Articles of Association

Incorporated the 13th day of
February, 1957.

No. 578370