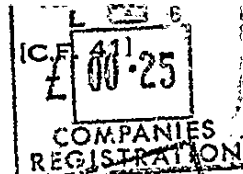
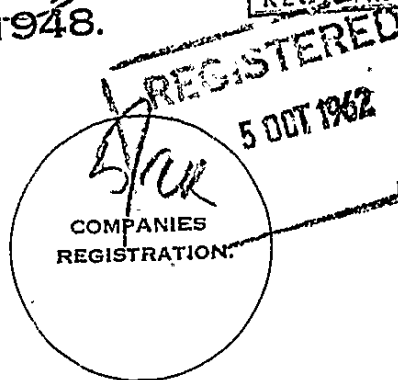


No. OF COMPANY

737202 | 1



THE COMPANIES ACT, 1948.



A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

Declaration of Compliance with the requirements
of the Companies Act, 1948, on application for
Registration of a Company.

Pursuant to Section 15 (2)

(SEE FOOTNOTE OVERLEAF.)

NAME OF

COMPANY J. T. Development

LIMITED.

CAT. No. C.F.41.

P 130, 5510 (a) (L)

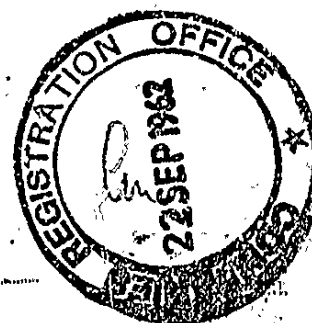
SHAW & SONS
LIMITED

Law Stationers and Company Registration Agents
7, 8 & 9, Fetter Lane, Fleet Street, E.C.4

Presented by

JACKSON, HOLLEDGE & WHITE

MIDLAND BANK CHAMBERS
81 QUEENS ROAD
BRISTOL, 8.



I, John Graham Pontin

of 2, Ettricke Drive, Fishponds, Bristol.

DO solemnly and sincerely declare that I am (a) [~~a Solicitor of the Supreme Court~~
engaged in the formation] [a person named in the Articles of Association as a
Director/Secretary];

ART 8
of J. T. Development

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 Shannon Court Corn Street
in the City and County of Bristol

the 30th day of August
One thousand nine hundred and sixty two
before me,

E. W. W. W. W.
A Commissioner for Oaths (b)

J. G. Pontin

NOTE.

Section 15 of The Companies Act, 1948.

15.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorized to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

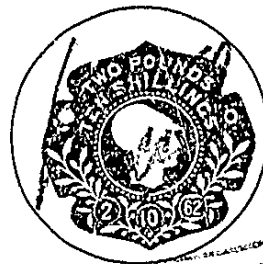
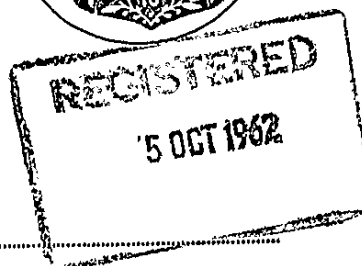
(a) Delete words not required.

This margin to be reserved for binding.

737202/2

NO. OF COMPANY.....

COMPANY HAVING A SHARE CAPITAL.

Inland
Revenue
Duty Stamp
to be
impressed
here.

NAME OF

COMPANY..... J. T. Development

LIMITED.

Statement of the Nominal Capital

made pursuant to Section 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, 1953.)

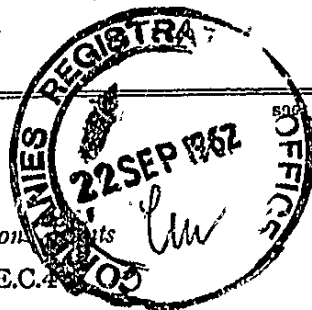
The Nominal Capital of the above-named Company is £ 500.

Signature..... *J. T. Parkin*

Date..... 21st August, 1962. Description..... Director.

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

CAT. No. C.A. 25.

SHAW & SONS
LIMITEDLaw Stationers and Company Registrars
7, 8 & 9, Fetter Lane, Fleet Street, E.C.4

Presented for registration, by JACKSON, HOLLEDGE & WHITE

MIDLAND BANK CHAMBERS
81 QUEEN'S ROAD
BRISTOL 8.

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



737202/3

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

REGISTERED
5 OCT 1962

Memorandum of Association

— OF —

J. T. DEVELOPMENT

Limited.

1.—The name of the Company is J. T. DEVELOPMENT 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, hold for development and also for investment and to sell all forms of land, properties and estates and to buy, hold and sell any other forms of investment.



29/9

- (b) To carry on any other business of any description which in the opinion of the Company may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (c) To construct, carry out, improve, work and manage any properties, roads, paths, tramways and bridges, plant, factories, warehouses, shops and other works which may seem directly or indirectly conducive to any of the objects of the Company.
- (d) To purchase, take on lease, or otherwise acquire and hold, improve, mortgage, charge, rent, hire, surrender, licence, any freehold, leasehold or other lands, hereditaments, buildings or other property, chattels, and effects and erect, pull down, repair, alter or develop any site or buildings, and adapt the same for the purpose of the Company's business.
- (e) 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.
- (f) 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.

- (g) 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 interest in, any other Company.
- (h) To invest and deal with the moneys of the Company in any manner that the Company may think fit.
- (i) To lend money to such persons, upon such terms and/or security and subject to such conditions as may seem desirable.
- (j) 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.
- (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, 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.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) 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.

- (o) To pay out of the funds of the Company all costs and expenses of or incidentals to the formation and registration of the Company and the issue of its capital and debentures including brokerages and commission.
- (p) 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.
- (q) 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 or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To distribute any property of the Company in specie among the Members.
- (s) 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 £500 divided into 500 shares of £1 each. ✓

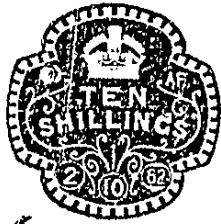
WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names. ✓

NAMES, ADDRESSES & DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber.
<p>Ivor Edwin Ashdown. Towerhurst, Leigh Woods, Bristol.</p> <p>Caterer. ✓</p> <p>John Graham Pontin 2 Ettricke Drive Fishponds Bristol. Builder ✓</p>	<p>One.</p> <p>One.</p>

Dated this ~~24th~~ day of August, 1962. ✓

WITNESS to the above signatures: -

Howard F. J. [Signature]
Chartered Accountant,
81, Susan Road
Bristol, B. 8.



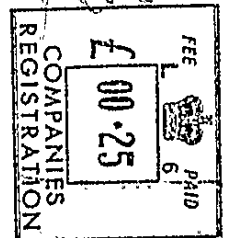
737202/4



5 OCT 1962

6

THE COMPANIES ACT, 1948



COMPANY LIMITED BY SHARES

Articles of Association

OF

J. T. DEVELOPMENT
Limited.

PRELIMINARY.

1.—The Regulations set out in Table A (Part II) of the First Schedule to the Companies Act 1948 (hereinafter referred to as Table "A") shall except as hereinafter provided apply to the Company and Regulation 1 of Part 1 of Table A shall apply to the construction of these Articles.

2.—Regulation 3 of Part 2, and the proviso to 32, 53, 60, 75 the proviso to 79, 84, 88 and 94 of Part 1 shall not apply to this Company.

SHARES.

3.—Subject to the provisions of Section 58 of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed.

ART
5

VARIATION OF RIGHTS.

4.—If any such separate general meeting as is referred to in Regulation 4 of Part I of Table "A" shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting the holders of shares of the class present shall be a quorum.

TRANSMISSION OF SHARES.

5.—Any shares may be transferred by a member to any child or other issue, father, mother, brother, sister, husband or wife of such member, and any share of a deceased member may be transferred to any such relative as aforesaid of the deceased member or to the executors or administrators of any such deceased member. Any share standing in the name of the trustees of the Will of any deceased member, or of a settlement created by 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 the deceased member would have been entitled to transfer the same during his life. Save as aforesaid the Directors may in their absolute discretion and without assigning any reason therefore decline to register any transfer of any share whether or not it is a fully paid share

QUORUM

6.—No business shall be transacted at any General Meeting unless a Quorum of Members is present at the time when the Meeting proceeds to business; two members present in person shall be a Quorum

DIRECTORS

7.—The number of Directors shall not be more than five.

8.—JOHN GRAHAM PONTIN, TIMOTHY CHARLES ORGAN, IVOR EDWIN ASHDOWN and VICTOR WILLIAM ASHDOWN shall be the first Directors of the Company.

POWERS AND DUTIES OF DIRECTORS.

9.—A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

10.—Any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director provided that nothing herein contained shall authorise a Director or his firm to act as Auditor of the Company.

11.—The Office of Director shall be vacated if the Director :—

- (a) Ceases to be a Director by virtue of Section 182 of the Act.
- (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- (c) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Act, or
- (d) Becomes of unsound mind, or
- (e) Resigns his office by notice in writing to the Company

12.—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. A general disclosure that a Director is interested in transactions with any particular firm or company shall be sufficient disclosure for this purpose.

NAMES, ADDRESSES & DESCRIPTIONS OF SUBSCRIBERS
<p>Govr. Edwin Ashdown. Towerhurst, Leigh Woods, Bristol. Caterer. ✓</p> <p>John Graham Pontin 2 Ettricks Drive Fishponds Bristol Builder. ✓</p>

Dated this 24th day of August, 1962. ✓

WITNESS to the above signatures:—

Edward G. D. Johns,
Chartered Accountant,
81, Queens Road,
Bristol, 8

DUPLICATE FOR THE FILE

No. 737202



Certificate of Incorporation

I Hereby Certify, that

J. T. DEVELOPMENT LIMITED

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

Given under my hand at London this Fifth day of

October One Thousand Nine Hundred and Sixty two.

L. S. Whitfield.

Assistant Registrar of Companies.

Certificate
received by

Date 5 OCT 1962

P

737202

SPECIAL RESOLUTION

of

Steel Panel

J. T. DEVELOPMENT LIMITED

Passed 23rd day of January, 1967

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at 31 St. Nicholas Street, Bristol 1 on the 23rd day of January 1967 the subjoined Special Resolution was duly passed viz:-

RESOLUTION

that either J. G. Pontin or W. F. Trump be empowered to witness the Company's Seal without the counter signature of the Secretary or another Director of the Company to be impressed upon any of the Transfers of Shares in Castle Close Management (Bristol) Limited in favour of the Purchasers of houses on the Company's Castle Close Estate at Henbury, Bristol.

J. G. Pontin

Chairman

84/837
737202
1/29
1/2

SPECIAL RESOLUTION

of

J. T. DEVELOPMENT LIMITED

Passed 23rd day of January, 1967

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at 31 St. Nicholas Street, Bristol 1 on the 23rd day of January 1967 the subjoined Special Resolution was duly passed viz:-

RESOLUTION

that either J. G. Pontin or W. F. Trump be empowered to witness the Company's Seal without the counter signature of the Secretary or another Director of the Company to be impressed upon any of the Transfers of Shares in Castle Close Management (Bristol) Limited in favour of the Purchasers of houses on the Company's Castle Close Estate at Henbury, Bristol.

W. F. Trump
.....

Chairman

W. F. Trump
31 St. Nicholas St
Bristol 1
Tel: 621231



No: 737302

33

SPECIAL RESOLUTION

J. T. DEVELOPMENT LIMITED

Passed - 7th July 1969.

At an Extraordinary General Meeting of the above named Company duly convened and held at Rackhay, Queen Charlotte Street, Bristol 1 on the 7th July 1969 the sub-joined Special Resolution was duly passed.

IT WAS RESOLVED that either W. F. Trump or J. G. Martin should henceforth be empowered to witness the Company's Seal to be affixed to Share Transfer Certificates in respect of the Transfer of share numbers 2 - 11 from J.T. Development Limited to the respective lessees of Flats 1 - 9 and the penthouse at Telford House, Leigh Woods, Long Ashton, Somerset.

[Signature]

Chairman.



Number of Company:

737202

134

THE COMPANIES ACTS, 1948 to 1967.

COMPANY LIMITED BY SHARES.

(COPY)

SPECIAL RESOLUTION

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

of

J T DEVELOPMENT

LIMITED.

Passed the 30 day of April 1971.

At an Extraordinary General Meeting of the above-named
Company, duly convened, and held on the 30 day of April
1971, the following SPECIAL RESOLUTION was duly passed:-

That the new Articles of Association already approved
by this Meeting, and for the purpose of identification
subscribed by the Chairman thereof, be and the same
are hereby adopted as the Articles of Association of
the Company in substitution for, and to the exclusion
of, all the existing Regulations thereof.

[Signature]

CHAIRMAN.



[Signature]
BCL

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

J. T. DEVELOPMENT LIMITED.
(Adopted by Special Resolution passed on the
31st day of March, 1971)
J.M. D.P.C.

PRELIMINARY.

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53, 75, 77, 84 (2) and 89 to 94 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a Private Company and Clauses 2, 3, 4 and 5 (but not Clause 1) in Part II of Table A shall also apply to the Company.

SHARES.

3. The Share Capital of the Company at the date of the adoption of these Articles is £500 divided into 500 Shares of £1 each.

4. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and 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 shall be one of two or more joint holders.

GENERAL MEETINGS.

6. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, 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 Auditor for the time being of the Company.



7. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

HOLDING COMPANY.

8. Whenever and so long as the Company shall be a subsidiary of another company (in this Article referred to as "the Holding Company") the following provisions shall apply namely:-

- (a) If the Holding Company shall deliver to this Company a notice in writing purporting to be signed by the Chairman or Managing Director of the Holding Company and stating that any Share of this Company is held by the registered holder thereof as the nominee of the Holding Company (or, in the case of a Share registered in the name of a deceased or bankrupt holder, was so held at the time of his death or bankruptcy) and naming some other person as having been authorised by the Holding Company to sign transfers in the place of the holder or the deceased or bankrupt holder, the Directors shall be entitled and bound to give effect to any instrument of transfer of that Share signed by the person so named as transferor in all respects as if the instrument were signed by the registered holder of the Share or by his personal representatives or trustee in bankruptcy; and
- (b) Subject to the provisions of the Act, a resolution in writing purporting to be signed on behalf of the Holding Company by its Chairman or Managing Director shall be as valid and effective as if it had been passed as an ordinary resolution at a General Meeting of this Company duly convened and held.
- (c) The Holding Company shall be entitled to appoint the Directors of the Company. Any person so appointed shall be subject to the provisions of Clause 88 in Part I of Table A and may be removed from office by the Holding Company and another person may be appointed in his place. Every appointment or removal hereunder shall be by instrument in writing under the Common Seal of the Holding Company, and such instrument shall only take effect on the service thereon at the Registered Office of this Company. If and when the Holding Company shall cease to be entitled as aforesaid to appoint Directors of this Company, any Director appointed in pursuance of this Article and then holding office shall ipso facto vacate the same.

DIRECTORS.

9. A Director shall not be required to hold any Share qualification.

10. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

11. A Director may vote as a Director 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 a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

WINDING UP.

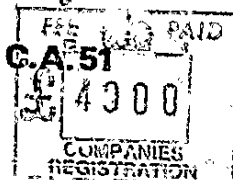
12. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

No. of Company: 737202

60



form No. C.A. 51



THE COMPANIES ACTS 1948 TO 1976

(COPY)

resolution (1)

pursuant to section 141 of the Companies Act 1948

of

J.T. DEVELOPMENT LIMITED

Passed the 13th day of December 1979

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at Bush House, 72 Prince Street, Bristol BS1 4HU

on the 13th day of December 1979

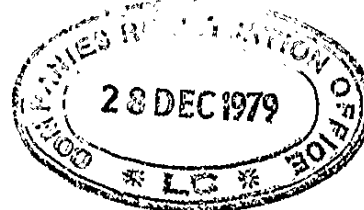
the following (1) SPECIAL RESOLUTION was duly passed:-

(2)

that the name of the company be changed to -

JT DEVELOPMENT LIMITED

D A BIGNOLD
COMPANY SECRETARY



NOTES:

- (1) Insert "Special" or "Extraordinary" as the case may be.
- (2) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company, and must then be filed with the Registrar of Companies within 15 days after being passed.



Jordan & Sons Limited Legal and Information Services, Printers and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE Telephone 01-253 3030 Telex 261010



CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

COPY

No. 737202

61

I hereby certify that

J.T. DEVELOPMENT LIMITED

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

JT DEVELOPMENT LIMITED

22ND JANUARY 1980

Given under my hand at Cardiff the

E. A. WILSON

Assistant Registrar of Companies

No. of Company 737202/62

form No. 103
No registration fee payable

THE COMPANIES ACTS 1948 TO 1976

**Notice of Place where
Register of Members is kept or of any
Change in that place.**

Pursuant to Section 110 (3) of the Companies Act 1948.

Name of Company JT DEVELOPMENT

..... Limited

hereby gives you notice, in accordance with subsection (3) of Section 110 of the
Companies Act 1948, that the Register of Members of the Company is kept at

BUSH HOUSE 72 PRINCE STREET
BRISTOL BS1 4HU

(Signature) [Signature]

(State whether Director or Secretary) SECRETARY

Dated the TENTH day of MARCH 1980

NOTE:— This notice must be forwarded to the Registrar of Companies within 14 days after the date of
the incorporation of the Company or of the change, as the case may be.

Jordan & Sons Limited

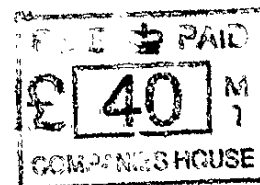
Legal and Information Services, Printers and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE
Telephone 01-253 3030 Telex 261010

Presented by.....

Presenter's Reference



Company No. 737202



THE COMPANIES ACTS 1948 TO 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(passed 9th October 1989)

of

JT DEVELOPMENT LIMITED

At an Extraordinary General Meeting of JT Development Limited duly convened and held on 9th October 1989 the following resolution was duly passed as a Special Resolution:

RESOLUTION

THAT the name of the company be changed to
JT Developments Limited

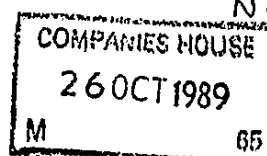
Signed: *T R Sykes*
T R Sykes, Company Secretary



Registered office:

Bush House
72 Prince Street
Bristol BS1 4HU

Dated: 10.10.89



044545

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 737202

I hereby certify that

JT DEVELOPMENT LIMITED

having by special resolution changed its name,
is now incorporated under the name of

JT DEVELOPMENTS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 6 NOVEMBER 1989

P. Bevan
P. BEVAN

an authorised officer

G

COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

737202

Name of company

* JT DEVELOPMENTS LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 14th September 1990 the nominal capital of the company has been
increased by £ 4,999,500 beyond the registered capital of £ 500.00

§ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. §

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

N/A

Please tick here if
continued overleaf

☐

† delete as
appropriate

Signed

N E Rigg
N E RIGG

Assistant Company Secretary

~~Director/Secretary~~ Date 14th September 1990

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
RATINGSWICK PLACE
LONDON W1A 0LE
TELEPHONE 01 253 3630
TELEX 701010



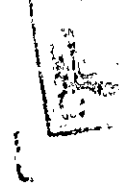
Presentor's name address and
reference (if any):

MRS N E RIGG
ASSISTANT COMPANY SECRETARY
JT GROUP LIMITED
BUSH HOUSE
72 PRINCE STREET
BRISTOL BS1 4HU

For official Use

General Section

Post room



Company No. 737202

COMPANIES ACT 1985

ORDINARY RESOLUTION

(passed 14th September 1990)

of

JT DEVELOPMENTS LIMITED

At an Extraordinary General Meeting of JT Developments Limited duly convened and held on the 14th September 1990 the following resolution was duly passed as an ordinary resolution:-

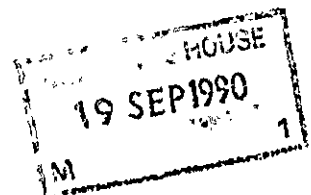
RESOLUTION

"THAT the company's share capital be increased from £500.00 to £5,000,000 divided into 5,000,000 ordinary shares of £1.00 each."

Signed:.....*KW A. Norton*.....
DIRECTOR

Registered Office:
Bush House
72 Prince Street
Bristol BS1 4hU

Dated: 14th September 1990



Company No. 737202

COMPANIES ACT 1985

SPECIAL RESOLUTION

(passed 14th September 1990)

of

JT DEVELOPMENTS LIMITED

At an Extraordinary General Meeting of JT Developments Limited duly convened and held on the 14th September 1990 the following resolution was duly passed as a special resolution:-

RESOLUTION

"THAT the company do allot a further 4,999,500 ordinary shares at par to JT Group Limited."

Signed:.....*R. W. Stott*.....
DIRECTOR

Registered Office:
Bush House
72 Prince Street
Bristol BS1 4HU

Dated: 14th September 1990

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 margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

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

1. To the Registrar of Companies
(Address overleaf - Note 6)

Company number

737202

Name of company

* insert full name of company

* JT DEVELOPMENTS LIMITED

Note
Details of day and month in 2, 3 and 4 should be the same.
Please read notes 1 to 5 overleaf before completing this form.

2. 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 1 1 2

3. 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

3 1 1 2 1 9 9 0

† delete as appropriate

4. if this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]† undertaking of
N/A

_____, company number _____
the accounting reference date of which is _____

5. 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 the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

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

† insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

6. Signed *[Signature]* Designation† Company Secretary Date 29.04.91

Presentor's name address
telephone number and reference (if any):
The Company Secretary
JT Group Limited
Bush House
72 Prince Street
Bristol
BS1 4HU

For official use
D.E.B.

Post room

COMPANIES HOUSE
30 APR 1991
M 62

Company No. 737202
To: Registrar of Companies:



COMPANIES ACT 1985 - 1989

JT DEVELOPMENTS LIMITED

COMPANY NO. 737202

COPY SPECIAL RESOLUTION

On the 2nd August 1993 the following resolution was passed by the members of the company as a special resolution:-

"THAT the name of the company be changed to Bush Developments Ltd."

A handwritten signature in cursive script, appearing to read "T R Sykes".

T R SYKES
COMPANY SECRETARY

Registered Office:

Bush House
72 Prince Street
Bristol
BS1 4HU

Date: 13 AUG 1993.

Sp.Res.737202





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 737202

I hereby certify that

JT DEVELOPMENTS LIMITED

having by special resolution changed its name,

is now incorporated under the name of

BUSH DEVELOPMENTS LTD.

Given under my hand at the Companies Registration Office,
Cardiff the 19 AUGUST 1993

an authorised officer

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

Memorandum

AND

NEW

Articles of Association

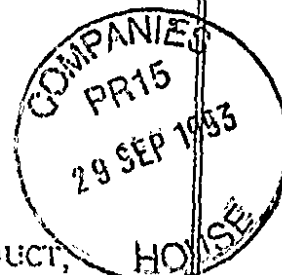
(Adopted 30th April 1971)

OF

BUSH DEVELOPMENTS LIMITED

Incorporated on 5th October 1962

LOVELL, WHITE & KING,
21, HOLBORN VIADUCT,
LONDON-EC1A 2DY.



COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

BUSH DEVELOPMENTS LIMITED

1. The name of the Company is "Bush Developments Limited".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (a) To purchase, hold for development and also for investment and to sell all forms of land, properties and estates and to buy, hold and sell any other forms of investment.
 - (b) To carry on any other business of any description which in the opinion of the Company may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
 - (c) To construct, carry out, improve, work and manage any properties, roads, paths, tramways and bridges, plant, factories, warehouses, shops and other works which may seem directly or indirectly conducive to any of the objects of the Company.
 - (d) To purchase, take on lease, or otherwise acquire and hold, improve, mortgage, charge, rent, hire, surrender, licence, any freehold, leasehold or other lands, hereditaments, buildings or other property, chattels, and effects and erect, pull down, repair, alter, or develop any site or buildings, and adapt the same for the purpose of the Company's business.
 - (e) 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 for 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.

- (f) 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.
- (g) 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 interest in, any other company.
- (h) To invest and deal with the moneys of the Company in any manner that the Company may think fit.
- (i) To lend money to such persons, upon such terms and/or security and subject to such conditions as may seem desirable.
- (j) 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, firms, or company, having for its objects similar objects to those of this Company or any of them.
- (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, 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.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) 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.
- (o) 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.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BUSH DEVELOPMENTS LIMITED

(Adopted by Special Resolution passed on the
30th day of April, 1971)

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53, 75, 77, 84(2) and 89 to 94 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a Private Company and Clauses 2, 3, 4, and 5 (but not Clause 1) in Part II of Table A shall also apply to the Company.

SHARES

* 3. The Share Capital of the Company at the date of the adoption of these Articles is £500 divided into 500 Shares of £1 each.

4. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms and in such manner as they think fit.

5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and 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 shall be one of two or more joint holders.

* Note: By resolution passed on 14.09.90 the Share Capital was increased from £500 to £5,000,000 divided into 5,000,000 Ordinary Shares of £1.00 each.

- (p) 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.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees of ex-employees of the Company or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- (r) to distribute any property of the Company in specie among the Members.
- (s) 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 £500, divided into 500 shares of £1 each.

Note: By resolution passed on 14.09.90 the Share Capital was increased from £500 to £5,000,000 divided into 5,000,000 Ordinary Shares of £1.00 each.

We, the several persons whose names, addresses, and descriptions 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
Ivor Edwin Ashdown, Towerhurst, Leigh Woods, Bristol. Caterer.	One
John Graham Pontin, 2, Ettricke Drive, Fishponds, Bristol. Builder.	One

Dated this 24th day of August, 1962.

Witness to the above signatures:-

Edward G. S. Jackson,
Chartered Accountant,
81, Queens Road,
Bristol 8.

GENERAL MEETINGS

6. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, 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 Auditor for the time being of the Company.

7. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

HOLDING COMPANY

8. Whenever and so long as the Company shall be a subsidiary of another company (in this Article referred to as "the Holding Company") the following provisions shall apply namely:-

- (a) If the Holding Company shall deliver to this Company a notice in writing purporting to be signed by the Chairman or Managing Director of the Holding Company and stating that any Share of this Company is held by the registered holder thereof as the nominee of the Holding Company (or, in the case of a Share registered in the name of a deceased or bankrupt holder, was so held at the time of his death or bankruptcy) and naming some other person as having been authorised by the Holding Company to sign transfers in the place of the holder or the deceased or bankrupt holder, the Directors shall be entitled and bound to give effect to any instrument of transfer of that Share signed by the person so named as transferor in all respects as if the instrument were signed by the registered holder of the Share or by his personal representatives or trustee in bankruptcy; and
- (b) Subject to the provisions of the Act, a resolution in writing purporting to be signed on behalf of the Holding Company by its Chairman or Managing Director shall be as valid and effective as if it had been passed as an ordinary resolution at a General Meeting of this Company duly convened and held.
- (c) The Holding Company shall be entitled to appoint the Directors of the Company. Any person so appointed shall be subject to the provisions of Clause 88 in Part I of Table A and may be removed from office by the Holding Company, and another person may be appointed in his place. Every appointment or removal hereunder shall be by instrument in writing under the Common Seal of the Holding Company, and such instrument shall only take effect on the service thereon at the Registered Office of this Company. If and when the Holding Company shall cease to be entitled as aforesaid to appoint Directors of this Company, any Director appointed in pursuance of this Article and then holding office shall ipso facto vacate the same.

DIRECTORS

9. A Director shall not be required to hold any Share qualification.

10. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

11. A Director may vote as a Director 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 a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I or Table A shall be modified accordingly.

WINDING UP

12. If the company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amount paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

Company No.737202

BUSH DEVELOPMENTS LIMITED

To: The Registrar of Companies

COPY SPECIAL RESOLUTION

An Extraordinary General Meeting of the above named company duly convened and held at Bush House, 72 Prince Street, Bristol, on 6th day of June 1994, the following Special Resolution was duly passed:-

SPECIAL RESOLUTION

That the Memorandum of Association of the company be amended as follows:-

- (i) Clause (s) to be re-lettered clause (t).
- (ii) Following clause 3 (r) the following clause is to be inserted and identified as clause 3 (s);

"Either with or without the company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity and so as to be an independent object of the company to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and in so far as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the company or in any company which is for the time being the company's Holding Company as defined by Section 736 of the Companies Act 1989 due, owing or incurred to bankers or any other person of any company, firm or person, and in particular, (but not by way of limitation) of the company's Holding Company or any company which is contemplated to become the company's Holding Company or a subsidiary, as defined by Section 736 of the Companies Act 1985 as amended by Section 144 of the Companies Act 1989 of the company or of the company's Holding Company, or otherwise associated with the company in business or of any company, firm, or person which the directors of the company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others".

Certified a true copy.

.....*[Signature]*.....Company Secretary



•A6CSF1X0•

A09|RECEIPT DATE:08/06/94

COMPANY LIMITED BY SHARES

737202

MEMORANDUM OF ASSOCIATION

OF

BUSH DEVELOPMENTS LIMITED

1. The name of the Company is "Bush Developments Limited".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-----
 - (a) To purchase, hold for development and also for investment and to sell all forms of land, properties and estates and to buy, hold and sell any other forms of investment.
 - (b) To carry on any other business of any description which in the opinion of the Company may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
 - (c) To construct, carry out, improve, work and manage any properties, roads, paths, tramways and bridges, plant, factories, warehouses, shops and other works which may seem directly or indirectly conducive to any of the objects of the Company.
 - (d) To purchase, take on lease, or otherwise acquire and hold, improve, mortgage, charge, rent, hire, surrender, licence, any freehold, leasehold or other lands, hereditaments, buildings or other property, chattels, and effects and erect, pull down, repair, alter, or develop any site or buildings, and adapt the same for the purpose of the Company's business.
 - (e) 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 for 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.



A6C951XX

A09 RECEIPT DATE: 08/06/94

- (f) 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.
- (g) 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 interest in, any other company.
- (h) To invest and deal with the moneys of the Company in any manner that the Company may think fit.
- (i) To lend money to such persons, upon such terms and/or security and subject to such conditions as may seem desirable.
- (j) 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, firms, or company, having for its objects similar objects to those of this Company or any of them.
- (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, 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.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) 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.
- (o) 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.

- (p) 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.
- (q) 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 or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To distribute any property of the Company in specie among the Members.
- (s) 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 £500, divided into 500 shares of £1 each.

Note: By resolution passed on 14.09.90 the share capital was increased from £500 to £5,000,000 divided into 5,000,000 Ordinary Shares of £1.00 each.

Certified a true copy.



.....
Company Secretary

Dated: 06.06.94.

Memo.of Assoc.737202.060694.1

We, the several persons whose names, addresses, and descriptions 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
Ivor Edwin Ashdown, Towerhurst, Leigh Woods, Bristol. Caterer	One
John Graham Pontin, 2, Ettricke Drive, Fishponds, Bristol. Builder.	One

Dated this 24th day of August, 1962.

Witness to the above signatures:-

Edward G. S. Jackson,
Chartered Accountant,
81, Queens Road,
Bristol 2.