

Please do not  
write in this  
binding margin



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

# THE COMPANIES ACTS 1948 TO 1976

## Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Pursuant to section 15(2) of the Companies Act 1948  
as amended by the Companies Act 1976

Form No. 41

# 41

Company number

1327319

--	--	--	--	--	--

Name of Company

\* delete if  
inappropriate

77, ABERDARE GARDENS (HAMPSTEAD)		Limited*
----------------------------------	--	----------

I, JOHN HOWARD HARRIS

of 52/54 HIGH HOLBORN LONDON W.C.1V 6ER

† Please indicate  
whether you are  
a Solicitor of  
the Supreme  
Court (or in  
Scotland 'a  
Solicitor')  
engaged in the  
formation of the  
company, or  
a person named  
as director or  
secretary of the  
company in the  
statement  
delivered under  
section 21 of the  
Companies Act  
1976

do solemnly and sincerely declare that I am a person named as director  
of the company in the statement delivered under section 21 of the companies act  
of (1976)

77, ABERDARE GARDENS (HAMPSTEAD) Limited\*

and that all the requirements of the Companies Acts 1948 to 1976  
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

2 Bridge Street  
Bank of England

the 17<sup>th</sup> (17-11) day of Jan

One thousand nine hundred and seventy

before me

A Commissioner for Oaths

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

For official use  
General section

Postroom

† or Notary  
Public or Justice  
of the Peace or  
Solicitor having  
the powers  
conferred on a  
Commissioner  
for Oaths

THE COMPANIES ACTS 1948 to 1967



1327319/3

COMPANY LIMITED BY SHARES.

# Memorandum of Association

OF

77, ABERDARE GARDENS (HAMPSTEAD) LIMITED

1. The name of the Company is 77, Aberdare Gardens (Hampstead) Limited.

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

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

(A) (1) To acquire manage administer and deal in land and other property of any tenure for the use and benefit of the lessees for the time being of the flats comprised in Flats 1-3, 77 Aberdare Gardens, London NW6 aforesaid.

(2) To maintain, upkeep and manage this land for the benefit of the owners.

(3) The income and property of the Company whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to Members of the Company; provided that nothing herein shall prevent the payment in good faith reasonable remuneration, commission or bonus to any Director, Officer or servant of the Company or to any member of the Company in return for any services actually rendered to the Company.

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

REICHMANN & WING LIMITED  
Regis House,  
Percival Road,  
Addlesex

- (C) To purchase, take on lease, exchange, hire or otherwise acquire, any real or personal property or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.
- (E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (F) To apply for, purchase or otherwise acquire any patents, licences and the like conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.
- (G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debenture, debenture stocks, Bonds or securities of any other company or corporation carrying on business in any part of the world.
- (H) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.
- (I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.

- (J) To lend money or give credit on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.
- (K) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (L) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.
- (M) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (N) To remunerate any person, firm or company rendering services to the Company in any manner and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (O) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.
- (P) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.
- (Q) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or Authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.

- (R) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (S) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (T) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

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

4. The liability of the Members is limited.

5. The share capital of the Company is £ 5.00 ; divided into ( six ) shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions 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>John Howard Harris</i> JOHN HOWARD HARRIS HIGH HOLBORN HOUSE 52/54, HIGH HOLBORN LONDON, WC1V 6ER <i>Solicitor</i>	<del>THREE</del> THREE ✓
<i>Pamela Lawrence</i> PAMELA LAWRENCE HIGH HOLBORN HOUSE 52/54, HIGH HOLBORN LONDON WC1V 6ER <del>General</del> <i>Secretary</i>	<del>THREE</del> THREE ✓

Dated the 17th day of July 1977

WITNESS to the above signature:

*Francis Edmund Rutland*  
FRANCIS EDMUND RUTLAND  
High Holborn House,  
52/52, High Holborn,  
London, WC1V 6ER

Clerk

THE COMPANIES ACTS 1948 to 1967.

1327319/

COMPANY LIMITED BY SHARES.

# Articles of Association

OF

77, ABERDARE GARDENS (HAMPSTEAD) LIMITED

## 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, 79, 126 and 130 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, 5 and 6 in Part II of Table A as varied by these Articles shall accordingly apply to the Company.

## SHARES

3. The initial share capital of the Company is £6 divided into six shares of £1 each.

4. Each share shall confer the right to receive notice of and attend and to address any meetings of the Company and the right to vote in respect of each share held.

5. Each share may only be issued to the subscribers to the Memorandum and Articles of Association or a person who is a Lessee and in the proportion of two to each flat. Unless each subscriber has transferred his share within the period of twenty-four months following the incorporation of the Company the Directors may after the expiration of that period invoke the provisions of Article 7c in respect of each subscriber as if he were a person who had ceased to be a lessee but in such event may only dispose of such subscribers' shares to a person who is a lessee and then provided it does not contravene Article 7a.

### LIEN

6. 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.

### TRANSFER AND TRANSMISSION OF SHARES

7. (a) No member or other person becoming entitled to a share in consequence of the death or bankruptcy of a member shall be entitled to transfer any share

(i) to any person not being a lessee of any of the flats, or

(ii) in any such manner as would procure to any lessee of the flats more than two shares or more shares than represents the proportion of two shares in respect of each flat of which he is the lessee

(iii) at any price in excess of the nominal value

(b) The Directors may in their absolute and uncontrolled discretion and without assigning any reason therefor, refuse to register any proposed transfer of a share unless they are satisfied that the foregoing conditions of this Article are being complied with in regard thereto.

(c) Where a member has ceased for any reason to be a lessee the Directors may give notice to the member requiring him to transfer his share in the Company within the next succeeding period of twenty-eight days; and if such notice shall not be complied with, the Directors may at any time thereafter, by resolution, authorise such person to transfer such share for no consideration to the then lessee of the flat who shall be registered as the holder of the share and his title to the said share shall not be affected by any irregularity or invalidity in the proceedings in reference to the disposal of the share.

8. The proviso to Clause 32 of Part I of Table A shall not apply to the Company.

### GENERAL MEETING

9. 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.

10. 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".

### DIRECTORS

11. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two or more than seven. The First Directors shall be appointed by the subscribers to the Memorandum of Association by memorandum in writing under their hands with or without a meeting and until such Directors are appointed the subscribers to the Memorandum of Association shall be deemed to be Directors.

12. All the Directors of the Company shall retire at each Annual General Meeting but shall be eligible for re-election.

13. 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.

14. Any Director may appoint any person approved by the Board to be an alternate Director and such appointment shall have effect and such appointee, whilst he holds office as an alternate Director, shall be entitled to receive notice of Meetings of Directors and to attend and vote thereat, but he shall not require any qualification and shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him and agreed between the said Director and the appointee. Such appointment may be revoked at any time by the appointor or by a resolution of the Directors or by an Ordinary Resolution of the Company in General Meeting. Any appointment or revocation made under this clause, shall be in writing under the hand of the Director making the same.

### DISQUALIFICATION OF DIRECTORS

15. The office of a Director shall be vacated:-
- (1) If he resigns his office by notice in writing to the Company.
  - (2) If he becomes bankrupt or enters into any arrangement with his creditors.
  - (3) If he is prohibited from being a Director by an order made under Section 188 of the Act.
  - (4) If he becomes of unsound mind.
  - (5) If he is removed from office by a resolution duly passed under Section 184 of the Act.
  - (6) If he ceases to be a member of the Company.

### BORROWING POWERS

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

17. The first Secretary of the Company shall be PAMELA LAWRENCE

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

*John Howard Harris*  
JOHN HOWARD HARRIS,  
High Holborn House,  
52/54 High Holborn,  
London, W.C.1V 6ER.

Solicitor.

*Pamela Lawrence*  
PAMELA LAWRENCE  
High Holborn House,  
52/54, High Holborn,  
London, W.C.1V 6ER.

Secretary

---

Dated the seventeenth day of July 1977

Witness to the above Signatures:-

*Francis Edmund Rutland*  
FRANCIS EDMUND RUTLAND  
52/54, High Holborn,  
London, W.C.1V 6ER.

Clerk

THE COMPANIES ACTS 1948 TO 1976

Form No. 1

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

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

1

Please do not  
write in this  
binding margin

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

Delete if  
appropriate

Company number

1327319/S

Name of Company

77, ABERDARE GARDENS (HAMPSTEAD)

Limited\*

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

FOURTH FLOOR, HIGH HOLBORN HOUSE,  
52/54 HIGH HOLBORN, LONDON EC1V 6ER

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

X

REICHMANN & WING LIMITED

Regis House,  
134 Percival Road,  
Enfield, Middlesex

If the spaces provided on page 2 are insufficient and use has been made  
of continuation sheets (see note 1), please enter in the box opposite  
the number of continuation sheets which form part of this statement

Presenter's  
reference (if any):

REICHMANN & WING LIMITED

Regis House,  
134 Percival Road,  
Enfield, Middlesex

For official use  
General section

Post room

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

Please do not write in this binding margin



# **Important**

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

Name (note 2)	Business occupation
JOHN HOWARD HARRIS	SOLICITOR
Former name(s) (note 3)	Nationality
	BRITISH
Address (note 4)	Date of birth (where applicable) (note 6)
HIGH HOLBORN HOUSE, 52/54 HIGH HOLBORN LONDON WC1V 6ER	
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature <i>John H. Harris</i>	Date 17.7.1977

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Please do not  
write in this  
binding margin



**Important**

The particulars  
to be given are  
those referred to  
in section  
21(2)(b) of the  
Companies Act  
1976 and section  
200(3) of the  
Companies Act  
1948. Please  
read the notes  
on page 4 before  
completing this  
part of the form.

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

Name (notes 2 & 7)	PAMELA LAWRENCE	
Former name(s) (note 3)		
Address (notes 4 & 7)	HIGH HOLBORN HOUSE, 52/54 HIGH HOLBORN, LONDON WC1V 6ER	
I hereby consent to act as secretary of the company named on page 1		
Signature	<i>P. Lawrence</i>	Date 17.7.1977

Name (notes 2 & 7)		
Former name(s) (note 3)		
Address (notes 4 & 7)		
I hereby consent to act as secretary of the company named on page 1		
Signature		Date

as required by  
section 21(3) of  
the Companies  
Act 1976

delete as  
appropriate

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

**REICHMANN & WING LIMITED**

Regis House,  
134 Percival Road,

Signature *[Signature]* Enfield, Middlesex

~~[Subscriber]~~ [Agent]† Date

*17.7.77*

Signature

[Subscriber] [Agent]† Date



## CERTIFICATE OF INCORPORATION

No. 1327319

I hereby certify that

**77, ABERDARE GARDENS (HAMPSTEAD) LIMITED**

is this day incorporated under the Companies Acts 1948 to 1976 and that the  
Company is Limited.

Given under my hand at Cardiff the

**26TH AUGUST 1977**

*D. A. Pendlebury*

D. A. PENDLEBURY

*Assistant Registrar of Companies*



1327319

/14

# Gavar Nathoo & Company

CHARTERED ACCOUNTANTS

G M Nathoo FCA

3 Quex Road  
Kilburn  
London NW6 4QE  
Telephone 01-328 5546/7  
Telex 8954616

Directors,  
77 Aberdare Gardens (Hampstead) Ltd.,  
77 Aberdare Gardens,  
London NW6 3AN

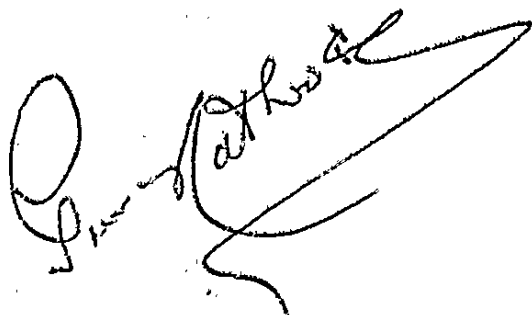
Our Ref GMN/EP/A.510C  
Your Ref.

14 March 1984

Dear Sirs,

We hereby give notice that we resigned as auditors of the company as from 31.3.80 and we know of no circumstances connected with our resignation which should be brought to the notice of the members.

Yours faithfully,



GAVAR NATHOO & CO

28 MAR 1984

COMPANY NO...1327319.....

.....77 ABERDARE GARDENS (HAMPSTEAD)...LIMITED

SPECIAL RESOLUTION pursuant to Section 252 of the Companies Act 1985.

AT AN ANNUALXXXXXXXXXXXXXXXXX MEETING OF THE MEMBERS OF THE ABOVE COMPANY  
HELD AT..77, ABERDARE GARDENS, LONDON NW6 3AN  
ON .. 30 NOV 1988.....

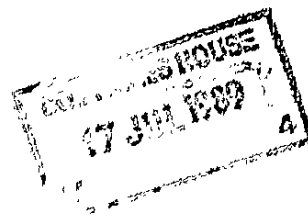
THE FOLLOWING RESOLUTION WAS PASSED:-

THAT IN ACCORDANCE WITH SECTION 252 OF THE COMPANIES ACT 1985 THE COMPANY  
SHALL BE EXEMPT FROM THE OBLIGATION TO APPOINT AUDITORS AS OTHERWISE  
REQUIRED BY SECTION 384 OF THAT ACT.

SIGNED..X.....

DATE..12.1.89.....

.....DIRECTOR/SECRETARY



COMPANY NO.... 1327319.../21..... 02  
..77. ABERDARE GARDENS (HAMPSTEAD).....LIMITED

SPECIAL RESOLUTION pursuant to Section 252 of the Companies Act 1985.

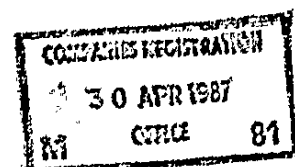
AT AN ANNUAL~~XXXXXXXXXX~~ MEETING OF THE MEMBERS OF THE ABOVE COMPANY  
HELD AT 77, ABERDARE GARDENS, LONDON NW6 3AN  
ON .. 30 NOV 1982.....

THE FOLLOWING RESOLUTION WAS PASSED:-

THAT IN ACCORDANCE WITH SECTION 252 OF THE COMPANIES ACT 1985 THE COMPANY  
SHALL BE EXEMPT FROM THE OBLIGATION TO APPOINT AUDITORS AS OTHERWISE  
REQUIRED BY SECTION 384 OF THAT ACT.

SIGNED..... *[Signature]* ..... *[Signature]* ..... DIRECTOR/SECRETARY

DATE..... 14/12/82.....



COMPANY NO..1327319.....

..77, ABERDARE GARDEN (HAMPSTEAD).....LIMITED

SPECIAL RESOLUTION pursuant to Section 252 of the Companies Act 1985.

AT AN ANNUAL~~XXXXXXXXXXXX~~ MEETING OF THE MEMBERS OF THE ABOVE COMPANY  
HELD AT.. 77 ABERDARE GARDENS, LONDON NW6 3AN  
ON .. 30 NOV 1987.....

THE FOLLOWING RESOLUTION WAS PASSED:-

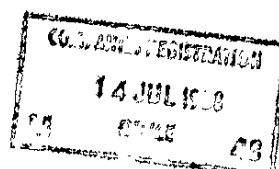
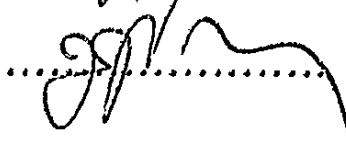
THAT IN ACCORDANCE WITH SECTION 252 OF THE COMPANIES ACT 1985 THE COMPANY  
SHALL BE EXEMPT FROM THE OBLIGATION TO APPOINT AUDITORS AS OTHERWISE  
REQUIRED BY SECTION 384 OF THAT ACT.

SIGNED.X.....



.....DIRECTOR/SECRETARY

DATE...10.12.87.



COMPANY NO....1327319.....

...77 ABERDARE GARDEN (HAMPSHIRE)...LIMITED

SPECIAL RESOLUTION pursuant to Section 252 of the Companies Act 1985.

AT AN ANNUAL MEETING OF THE MEMBERS OF THE ABOVE COMPANY  
HELD AT.. 77 ABERDARE GARDEN, LONDON NW6.  
ON .. 30 NOV 1989.....

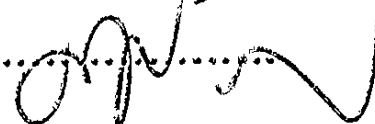
THE FOLLOWING RESOLUTION WAS PASSED:-

THAT IN ACCORDANCE WITH SECTION 252 OF THE COMPANIES ACT 1985 THE COMPANY  
SHALL BE EXEMPT FROM THE OBLIGATION TO APPOINT AUDITORS AS OTHERWISE  
REQUIRED BY SECTION 384 OF THAT ACT.

SIGNED.....

X. .....DIRECTOR/SECRETARY

DATE...24.9.90.

.....

COMPANY NO...1327319.....

.77. ABERDARE GARDENS (HAMPSHIRE). LIMITED.

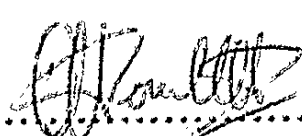
SPECIAL RESOLUTION pursuant to Section 252 of the Companies Act 1985.

AT AN ANNUAL EXTRAORDINARY MEETING OF THE MEMBERS OF THE ABOVE COMPANY  
HELD AT...18 THE BROADWAY...EAST LANE...VENUE PARK...MIDDY...HA9 8JU.  
ON ... 30 NOV 1990.....

THE FOLLOWING RESOLUTION WAS PASSED:-

THAT IN ACCORDANCE WITH SECTION 252 OF THE COMPANIES ACT 1985 THE COMPANY  
SHALL BE EXEMPT FROM THE OBLIGATION TO APPOINT AUDITORS AS OTHERWISE  
REQUIRED BY SECTION 384 OF THAT ACT.

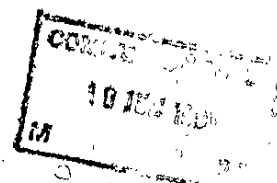
SIGNED...X.....



.....DIRECTOR/SECRETARY

DATE...X.....

14/5/91



26-03-92

COMPANY NO... 1327319.....

..77 ABERDARE GARDENS (HAMPS TEAD).....LIMITED

SPECIAL RESOLUTION pursuant to Section 252 of the Companies Act 1985.

AT AN ANNUALXXXXXXXXXXXX MEETING OF THE MEMBERS OF THE ABOVE COMPANY  
HELD AT..77 ABERDARE GARDENS, LONDON NW6.  
ON ..30 NOVEMBER...1991.....

THE FOLLOWING RESOLUTION WAS PASSED:-

THAT IN ACCORDANCE WITH SECTION 252 OF THE COMPANIES ACT 1985 THE COMPANY  
SHALL BE EXEMPT FROM THE OBLIGATION TO APPOINT AUDITORS AS OTHERWISE  
REQUIRED BY SECTION 384 OF THAT ACT.

SIGNED.....*[Signature]*.....DIRECTOR/SECRETARY

DATE.....13/3/92.....

