

G**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

41

Please do not write in this binding margin



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

For official use Company number

						1514902	
--	--	--	--	--	--	---------	--

Name of Company

24 ROYAL YORK CRESCENT BRISTOL (MANAGEMENT) COMPANY

Limited*

I, PAUL ANDREW BRADFORD
 of 67 HIGH STREET NAILSEA
BRISTOL BS19 1AW

* delete if inappropriate

† 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 Solicitor of the Supreme Court engaged in the formationof 24 Royal York Crescent Bristol (Management) Company

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 High Street Nailsea in the County
of Avon

the 1st day of AugustOne thousand nine hundred and Eighty

before me [Signature]
A Commissioner for Oaths NOTARY PUBLIC

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

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

For official use
 General section

Post room



1883/1
18/8/80
50
THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- OF -

1514902 / 3

24 ROYAL YORK CRESCENT BRISTOL (MANAGEMENT) COMPANY LIMITED

1. The name of the Company is "24 Royal York Crescent Bristol (Management) Company 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 undertake the management and administration of the block of dwellinghouses flats and/or maisonettes to be erected at Royal York Crescent Clifton Bristol in the County of Avon as a high class residential development with all requisite services and to undertake the repair decoration and maintenance and upkeep of the said block and the estate gardens grounds driveways and footpaths thereon or adjacent thereto; and carry on the businesses of caterers, proprietors of restaurants, cafes, clubs, refreshment rooms, concert halls, dance halls, baths, dressing rooms, laundries, libraries, reading writing and newspapers rooms, and rooms for public or private use, and places of amusement, recreation sport, entertainment, dancing and instruction; and to carry on all or any of the businesses of licensed victuallers, caterers, for public amusement generally, refreshment contractors, provision merchants, bakers, confectioners, tobacconists, market gardeners, dairymen, butchers, livery stable keepers, garage proprietors, motor car hirers and storers, dealers in petrol, oil and other motor requisites or accessories.



insurance agents, property repairers and jobbers, house, land and estate agents, and general merchants, agents factors, traders and brokers and to manufacture, buy, sell, trade and deal in goods, wares, merchandise, produce, commodities, articles and things of every description capable of being used in connection with the foregoing businesses or any of them, or likely to be required by any of the customers of or persons having dealings with the Company.

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

(c) To purchase or by any other means acquire and take options over any freehold, leasehold or other real or personal property for any estate or interest whatever, any any rights or privileges of any kind over or in respect of any real or personal property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm or company carrying on or proposing to carry on any of the

businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, both real and personal.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold, sell or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to become security for any persons, firms or companies.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing, by mortgage, charge, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

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

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

and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance, and manage the businesses and operations of any company in which the Company holds any such interest.

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

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

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

(q) To support and subscribe to any charitable or public object, and to support and subscribe to any institution society or club which may be for the benefit of the Company or its employees, or may be connected with any

town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors, of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or of the predecessors in business of the Company or of any such subsidiary or holding company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (with or contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding Company and to lend money to any such employees or to trustees on their behalf to enable any such share purchase schemes to be established or maintained.

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

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

(t) To distribute among the Members of the Company in kind any property of the Company of any kind.

(u) To procure the Company to be registered or recognised in any part of the world.






(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others.

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

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

6. The Share Capital of the Company is £10 divided into 10
Shares of £1 each.

" The several persons whose names, addresses, and descriptions
 o 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.
 <div data-bbox="711 1494 1026 1538">NOTARY PUBLIC</div> <div data-bbox="288 1532 1169 1617">SIMON BENSON MARRIED CHURCH</div> <div data-bbox="288 1617 1085 1695">24. New York Cassano Mission</div>	<div data-bbox="1267 1559 1386 1610">ONE</div> <div data-bbox="1412 1505 1471 1630"></div>
<div data-bbox="288 1630 989 1839">"Margaret Anna"  MARGARET. Anna  CHURCH.</div> <div data-bbox="288 1845 1061 1930">24. New York Cassano Mission</div> <div data-bbox="338 1917 917 1955">MARRIED WOMAN TEACHER</div>	<div data-bbox="1254 1747 1339 1792">ONE</div> <div data-bbox="1412 1702 1471 1852"></div>

Dated this 11th day of
Witness to the above Signatures:-

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1. A THE PARADE WAS WONDERFUL

THE COMPANIES ACT 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- OF -

24 ROYAL YORK CRESCENT BRISTOL (MANAGEMENT) COMPANY LIMITED

PRELIMINARY

1. The Company is a private company and the regulations contained in Parts I and II 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: Clauses 24, 53, 75, 87, 89, 114 to 122 inclusive, 128, 129, 136 and the proviso to Clause 79 in Part I of Table A shall not apply to the Company nor shall Clauses 1 and 3 of Part II of Table A 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.

MEMBERSHIP

2. In this and the following articles:-

"Dwelling" means a flat or maisonette, messuage or dwellinghouse comprised in any property for the time being managed by the Company pursuant to sub-clause (a)(i) of Clause 3 of the Memorandum of Association.

"Dwellingholder" means the person or persons to whom an underlease of a dwelling has been granted and so that whenever two or more persons are for the time being joint dwellingholders of any one dwelling, they shall for all the purposes of these articles be deemed to constitute one dwellingholder.

3. The subscribers to the Memorandum of Association of the Company shall be duly registered as Members of the Company in

respect of the shares for which they have signed such Memorandum. Save as aforesaid no shares shall be allotted or transferred to any person who is not a dwellingholder. So long as the Company is the holder of a legal estate in the residential development known as 24 Royal York Crescent, Clifton, Bristol in the County of Avon no person shall be admitted to membership of the Company other than the subscribers or their personal representatives or the person or persons for the time being entitled to the benefit of underleases granted by the Company of any dwelling comprised in 24 Royal York Crescent Clifton, Bristol aforesaid.

4. (a) If any dwellingholder parts with all interest in the dwelling held by him or his interest therein for any reason ceases and determines, he or in the event of his death his legal personal representative shall transfer his share in the Company to the person or person becoming dwellingholder of the said dwelling in his place.

(b) This price to be paid on the transfer of every share under this article shall unless the transferor and transferee otherwise agree be its nominal value.

(c) If the holder of a share (or his legal personal representative) refuses or neglects to transfer it in accordance with this article, one of the directors, duly nominated for that purpose by a resolution of the Board, shall be the attorney of such holder, with full power on his behalf and in his name to execute complete and deliver a transfer of his share to the person or persons to whom the same ought to be transferred hereunder; and the Company may give a good discharge for the purchase money and enter the name of the transferee of the said share in the Register of Members as the holder thereof.

5. If a member shall die or be adjudged bankrupt, his legal personal representative or representatives or the trustee in his bankruptcy shall be entitled to be registered as a member of the Company provided he or they shall for the time being be the dwellingholder of the dwelling formerly held by such deceased or bankrupt member.
6. The Directors may refuse to register any transfer of shares and shall so refuse in the case of any transfer made in contravention of the foregoing provisions.

GENERAL MEETINGS AND RESOLUTIONS

7. 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.
8. 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".
9. A resolution in writing pursuant to Clause 5 in Part II of Table A may consist of two or more documents in like form each signed by one or more of the Members in such clause referred to; and the said Clause 5 shall be modified accordingly.
10. If at any General Meeting of the Company until such time as all the flats comprised in the development known as 24 Royal York Crescent, Clifton, Bristol aforesaid shall have been completed and sold a poll is duly demanded a Subscriber hereto or his personal representative shall have 7 votes for each share of which he is the holder and Clause 62 in Part I of Table A shall be modified accordingly.

DIRECTORS

11. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than six.

12. The Subscribers hereto shall be the first Directors of the Company.

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. No Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of 70 or any other age and any Director or any person may be re-appointed or appointed, as the case may be, as a Director notwithstanding that he has then attained the age of 70, and no special notice need be given of any resolution for the re-appointment or appointment, or approval of the appointment of a Director at any age, and it shall not be necessary to give the Members notice of the age of any Director or person proposed to be so re-appointed or appointed; and Sub-Sections (1) to (6) inclusive of Section 185 of the Companies Act 1948 shall be excluded from applying to the Company.

15. It shall not be necessary for Directors to sign their names in the Minute Book; and Clause 86 in Part I of Table A shall be modified accordingly.

16. A resolution in writing pursuant to Clause 106 in Part I of Table A may consist of two or more documents in like form

each signed by one or more of the Directors in such Clause referred to: and the said Clause 106 shall be modified accordingly.

17. At the first General Meeting of the Company (whether annual or extraordinary) after completion of the Company's development at 24 Royal York Crescent, Clifton, -Bristol aforesaid and the granting of the last underlease of the flats and garages comprised therein all the Directors shall retire from office and at every Annual General Meeting thereafter one-third of the Directors for the time being or if their number is not three or a multiple of three then the number nearest to one-third shall retire from office.

BORROWING POWERS

18. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and 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.

EXPENSES

19. The dwellingholders shall from time to time, and whenever called upon by the Company so to do, contribute equally, or in such proportions as the Directors may determine, to all expenses and losses which the Company shall properly incur on their behalf, and in respect of which they are not otherwise bound to contribute in their capacity as dwellingholders.

ACCOUNTS

20. In Clause 126 in Part I of Table A after the words "157 of the Act" shall be added the words "and Sections 15 to 22 inclusive of the Companies Act 1967".

WINDING UP

21. 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.

INDEMNITY

22. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Companies Act 1948, in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Companies Act 1948.

Names, addresses and descriptions of Subscribers

Simoni Alex Trebek Leonard Corman

24. ~~Rego~~ Your Crescent

Discussion

NOTARY PUBLIC

Margaret Anna Cress
MARGARET Anna Cress.

24. logan youk. Choson hukson

MARRIED WOMAN.
TEACHER

Dated this 11th day of

19 28

Witness to the above Signatures :—

Insurance Broker

1st THE PRIDE
East W. W. W. W.
C. C. C. C.

[Handwritten signature]



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
bold black lettering

Name of Company

Company number

1514902/5

24 ROYAL YORK CRESCENT BRISTOL (MANAGEMENT) COMPANY

Limited*

* delete if
inappropriate

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

24 ROYAL YORK CRESCENT

CLIFTON

BRISTOL

AVON

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

MESSRS PAUL BRADFORD & CO

67 HIGH STREET

NAILSEA

BRISTOL

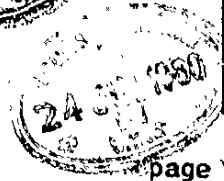
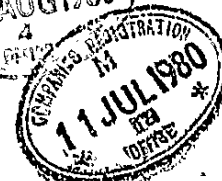
BS19 1AW

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

Presentor's
reference (if any):

SCC

For official use
General section



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)	MARGARET ANNA CRAVEN	Business occupation	TEACHER
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	24 ROYAL YORK CRESCENT CLIFTON BRISTOL	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	
<i>Margaret Anna Craven</i>		23/6/80	

Name (note 2)	SIMON DIXON MEADOWS CRAVEN	Business occupation	NOTARY PUBLIC
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	24 ROYAL YORK CRESCENT CLIFTON BRISTOL	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	
<i>Simon Dixon Meadows Craven</i>		23/6/80	

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	
<i>Margaret Anna Craven</i>			

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)	MARGARET ANNA CRAVEN
Former name(s) (note 3)	
Address (notes 4 & 7)	24 ROYAL YORK CRESCENT
	CLIFTON
	BRISTOL
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>Margaret Anna Craven</i> Date <i>23/6/80</i>

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

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

† delete as
appropriate

Signature *Paul Bradford* [Subscriber] [Agent]† Date *23/6/80*

Signature [Subscriber] [Agent]† Date

X *X* *X* *X*

FILE COPY



CERTIFICATE OF INCORPORATION

No. 1514902

I hereby certify that

24 ROYAL YORK CRESCENT BRISTOL (MANAGEMENT)
COMPANY 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

29TH AUGUST 1980

A handwritten signature in dark ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies



Department of Trade and Industry
COMPANIES REGISTRATION OFFICE
Companies House Crown Way
CARDIFF CF4 3UZ

Tel: Cardiff (0222) 388588 Ext. 2006

24 ROYAL YORK CRESCENT BRISTOL
(MANAGEMENT) COMPANY LIMITED
24 ROYAL YORK CRESCENT
CLIFTON
BRISTOL
AVON

Please address any reply to the Registrar

quoting reference DEF6 1514902

Gazette List Number 3124

Date 16 JAN 1986

COMPANIES ACT 1985

24 ROYAL YORK CRESCENT BRISTOL
(MANAGEMENT) COMPANY LIMITED

In pursuance of section 652 of the Companies Act 1985 the Registrar of Companies hereby gives NOTICE that at the expiration of three months from the date of this Notice the name of your company will, unless cause is shown to the contrary, be struck off the register and the company will be dissolved.

A D FELLOWS
for Registrar

8/2

STRIKING OFF ACTION DISCONTINUED

214 Royal York Crescent Bristol (Management) Company Ltd 1514902

Cause has been shown why the above company should not be struck off the register and accordingly the Registrar is taking no further action under section 652 of the Companies Act 1985 pursuant to the Notice dated 16.1.86



F J Bassett for Registrar

Company Number 1514902

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of ~~24~~ ²⁴ ROYAL YORK CRESCENT
(MANAGEMENT) COMPANY LIMITED.

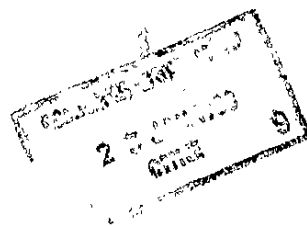
At an Extraordinary General Meeting of the members of the above-named company duly convened and held at
on the 14th day of January 1988 the following SPECIAL RESOLUTION
was duly passed:-

That the company, being a dormant company within the
meaning of section 252 of the Companies Act 1985,
hereby exempts itself from audit.

Kern Coar

John O'Seill

CHAIRMAN



Company number 1514402.

FORM OF CONSENT

SPECIAL RESOLUTION

To the Directors of 24 PRINCELY HORT CRESCENT
(MANAGEMENT) COMPANY LIMITED

WE, the undersigned, being the holders of 95% in nominal value of the shares, if no share capital, 95% of the voting rights of the above-named Company do hereby testify our consent to an Extraordinary General Meeting of the above-named Company being held on ^{FORGET} ~~the~~ ^{14th} day of ~~November~~ ^{JANUARY} 1988 (notwithstanding that the Meeting is called by shorter notice than that specified in Section 376 of the Companies Act 1985), for the purpose of considering the Special Resolution set out in the Notice convening the said Meeting, a copy whereof has, for the purpose of identification, been signed by us and we also hereby testify our consent to the passing by the Company of the said Special Resolution.

Dated the 14 day of January 1988

~~Mr~~ Shanghols

WHL
Kevin Carr

Thomas O'Scill

K. Foster

Duke Leonard

K. Sully

Company Number 1514902

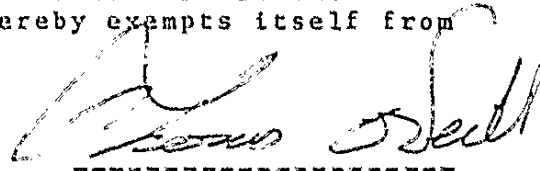
THE COMPANIES ACT 1986

SPECIAL RESOLUTION

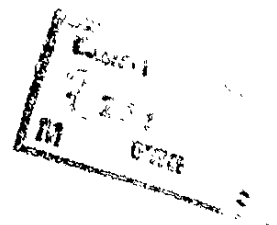
of 24 Royal York Crescent (Management) Company Limited

At an extraordinary General Meeting of the members of the
above-named company duly convened and held at *24 Royal York Crescent*
on the *24th* day of *April* 198*8* the following
SPECIAL RESOLUTION was duly passed:-

That the company, being a dormant company
within the meaning of section 252 of the
Companies Act 1985, hereby exempts itself from
audit.



Chairman



COMPANY NUMBER 1514902

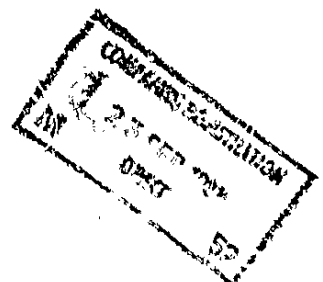
FORM OF CONSENT
SPECIAL RESOLUTION

To the Directors of 24 Royal York Crescent (Management)
Company Limited

We, the undersigned, being the holders of 95% in nominal value of the shares, if no share capital, 95% of the voting rights of the above-named Company do hereby testify our consent to an Extraordinary General Meeting of the above-named Company being held on 4th April 1988 (notwithstanding that the Meeting is called by shorter notice than that specified in Section 376 of the Companies Act 1985), for the purpose of considering the Special Resolution set out in the notice convening the said Meeting, a copy whereof has, for the purpose of identification, been signed by us and we also hereby testify our consent to the passing by the Company of the said Special Resolution.

Dated the 24TH day of APRIL 1988

[Handwritten signature]



Company Number 1514902.

FORM OF CONSENT

SPECIAL RESOLUTION

to the Directors of **24 ROYAL YORK CRESCENT**
(MANAGEMENT) COMPANY LIMITED

WE, the undersigned, being the holders of 95% in nominal value of the shares, if no share capital, 95% of the voting rights of the above-named Company do hereby testify our consent to an Extraordinary General Meeting of the above-named Company being held on ^{FOURTEEN} ~~THIRTEEN~~ day of ~~NOVEMBER~~ ^{JANUARY} 1988 (notwithstanding that the Meeting is called by shorter notice than that specified in Section 376 of the Companies Act 1985), for the purpose of considering the Special Resolution set out in the Notice convening the said Meeting, a copy whereof was, for the purpose of identification, been signed by us and we also hereby testify our consent to the passing by the Company of the said Special Resolution.

4th JAN 1988

Dated the 14th day of January 1988

Shinghly's

Karen Carr

Thomas O'Neill

K. Foster

Duke Bennett

Kelly

Company Number 114901

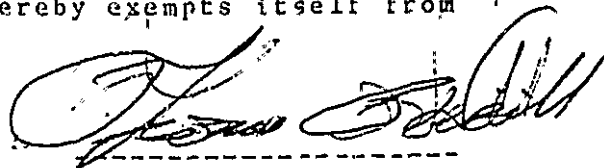
THE COMPANIES ACT 1986

SPECIAL RESOLUTION

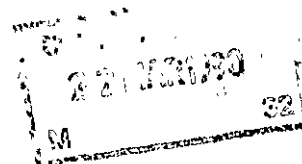
of 24 Royal York Crescent (Management) Company Limited

At an extraordinary General Meeting of the members of the above-named company duly convened and held at *24 Royal York Crescent* on the 24th day of April 1989 the following SPECIAL RESOLUTION was duly passed:-

That the company, being a dormant company within the meaning of section 252 of the Companies Act 1985, hereby exempts itself from audit.



Chairman



COMPANY NUMBER 1514902

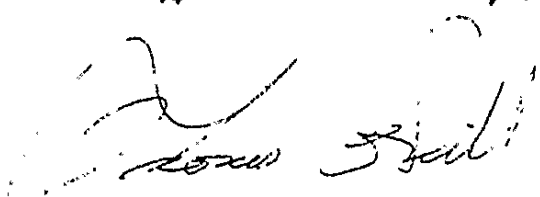
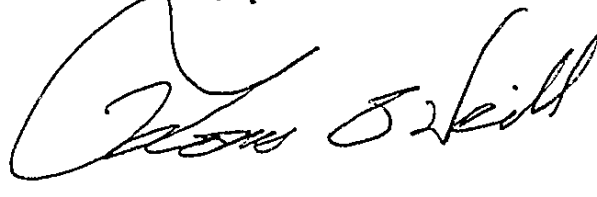
FORM OF CONSENT

SPECIAL RESOLUTION

To the Directors of 24 Royal York Crescent (Management)
Company Limited

We, the undersigned, being the holders of 95% in nominal value of the shares, if no share capital, 95% of the voting rights of the above-named Company do hereby testify our consent to an Extraordinary General Meeting of the above-named Company being held on 4th April 1989 (notwithstanding that the Meeting is called by shorter notice than that specified in Section 376 of the Companies Act 1985), for the purpose of considering the Special Resolution set out in the notice convening the said Meeting, a copy whereof has, for the purpose of identification, been signed by us and we also hereby testify our consent to the passing by the Company of the said Special Resolution.

Dated the 24TH day of APRIL 1989

COMPANY NUMBER 1514902

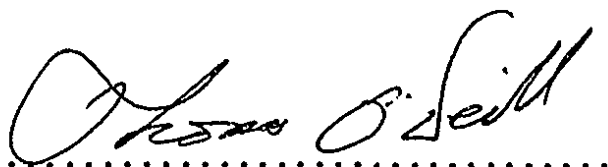
THE COMPANIES ACT 1986

SPECIAL RESOLUTION

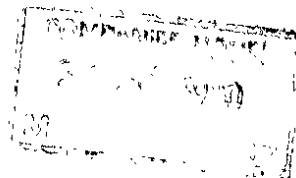
of 24 Royal York Crescent (Management) Company Limited

At an extraordinary General Meeting of the members of the above-named company duly convened and held at 24 Royal York Crescent on the 7th day of May 1990 the following SPECIAL RESOLUTION was duly passed:-

That the company, being a dormant company within the meaning of section 252 of the Companies Act 1985, hereby exempts itself from audit.



CHAIRMAN



COMPANY NUMBER 1514902

FORM OF CONSENT
SPECIAL RESOLUTION

To the Directors of 24 Royal York Crescent (Management) Company Limited.

We, the undersigned, being the holders of 95% in nominal value of the shares, if no share capital, 95% of the voting rights of the above-named Company do hereby testify our consent to an Extraordinary General Meeting of the above-named Company being held on 7th May 1990 (not withstanding that the Meeting is called by shorter notice than that specified in Section 376 of the Companies Act 1985), for the purpose of considering the Special Resolution set out in the notice convening the said Meeting, a copy whereof has, for the purpose of identification, been signed by us and we also hereby testify our consent to the passing by the Company of the said Special Resolution.

Dated the 7th day of MAY 1990

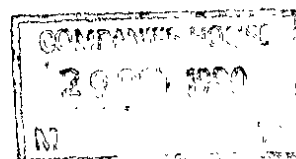
Thomas O'Seill

Kernan

Vernon

Agita

Gall



COMPANY NUMBER 1514902

THE COMPANIES ACT 1986

SPECIAL RESOLUTION

of 24 Royal York Crescent (Management) Company Limited

At an extraordinary General Meeting of the members of the above-named company duly convened and held at 24 Royal York Crescent on the 7th day of April 1991 the following SPECIAL RESOLUTION was duly passed:-

That the company, being a dormant company within the meaning of section 252 of the Companies Act 1985, hereby exempts itself from audit.

.....*David Lennard*.....

CHAIRMAN



COMPANY NUMBER 1514902

FORM OF CONSENT
SPECIAL RESOLUTION

To the Directors of 24 Royal York Crescent (Management) Company Limited.

We, the undersigned, being the holders of 95% in nominal value of the shares, if no share capital, 95% of the voting rights of the above-named Company do hereby testify our consent to an Extraordinary General Meeting of the above-named Company being held on 7th April 1991 (not withstanding that the Meeting is called by shorter notice than that specified in Section 376 of the Companies Act 1985), for the purpose of considering the Special Resolution set out in the notice convening the said Meeting, a copy whereof has, for the purpose of identification, been signed by us and we also hereby testify our consent to the passing by the Company of the said Special Resolution.

Dated the

7th

day of April

1991

[Signature]

Thomas O'Seill

Arthur Lennon

Harold Carr



COMPANY NUMBER 1514902

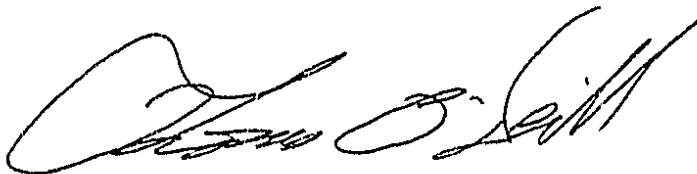
THE COMPANIES ACT 1986

SPECIAL RESOLUTION

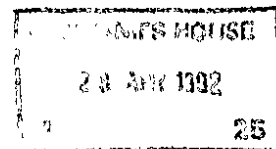
of 24 Royal York Crescent (Management) Company Limited

At an extraordinary General Meeting of the members of the above-named company duly convened and held at 24 Royal York Crescent on the 7th day of April 1992 the following SPECIAL RESOLUTION was duly passed:-

That the company, being a dormant company within the meaning of section 252 of the Companies Act 1985, hereby exempts itself from audit.



.....
CHAIRMAN



COMPANY NUMBER 1514902

FORM OF CONSENT
SPECIAL RESOLUTION

To the Directors of 24 Royal York Crescent (Management) Company Limited.

TWO
APRIL We, the undersigned, being the holders of 95% in nominal value of the shares, if no share capital, 95% of the voting rights of the above-named Company do hereby testify our consent to an Extraordinary General Meeting of the above-named Company being held on 7th ~~March~~ 1992 (not withstanding that the Meeting is called by shorter notice than that specified in Section 376 of the Companies Act 1985), for the purpose of considering the Special Resolution set out in the notice convening the said Meeting, a copy whereof has, for the purpose of identification, been signed by us and we also hereby testify our consent to the passing by the Company of the said Special Resolution.

Dated the *12TH* day of *April* 1992

[Signature]
[Signature]
[Signature]
[Signature]



16-000-93

COMPANY NUMBER 1514902

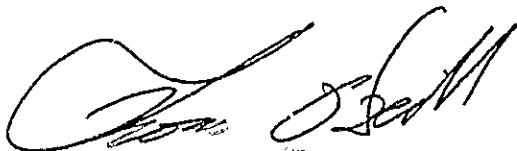
THE COMPANIES ACT 1986

SPECIAL RESOLUTION

of 24 Royal York Crescent (Management) Company Limited

At an extraordinary General Meeting of the members of the above-named company duly convened and held at 24 Royal York Crescent on the 27th day of April 1993 the following SPECIAL RESOLUTION was duly passed:-

That the company, being a dormant company within the meaning of section 252 of the Companies Act 1985, hereby exempts itself from audit.



.....
CHAIRMAN

