

THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements on application for registration of a company

41a

Please do not write in this binding margin



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

*Insert full name of Company

†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

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

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

Name of Company

ALDERACE		LIMITED
----------	--	---------

I, KATHLEEN SUSAN KEPPE,of 47, Brunswick Place,LONDON, N1 6EEdo solemnly and sincerely declare that I am a solicitor of the
supreme Court of Judicature engaged in the formationof ALDERACE LIMITED

and that all the requirements of the Companies Acts 1948 to 1980 in respect of the registration of the said company and of matters precedent 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 7, Moon Street,
London, N1.5th JANUARYthe day of
EIGHTY-ONEOne thousand nine hundred and before me S. K. K.

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

Signature of Declarant

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

HART & CO. LTD.
47 BRUNSWICK PLACE, LONDON N1 6EE
TEL. 01 250 1841 TELEX 24653

For official use

New companies section

Post room



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

NC/099709/8



THE COMPANIES ACTS 1948 to 1980

1575889/3

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

AZDERACE LIMITED



1. The name of the Company is *AZDERACE 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 carry on all or any of the businesses of antique dealers, manufacturers, exporters, importers, valuers, insurers and exhibitors of, and dealers in antiques, reproductions, prints, pictures, works of art, drawings, engravings, books and publications and objets d'art, generally; manufacturers, designers, repairers, renovators, distributors, exporters, importers, merchants and factors of, agents for, and dealers in antique, contemporary and reproduction furniture, furnishings, equipment, appliances, utensils, articles, fittings, commodities and goods of every description; and of, and in handmade goods of all classes, stainless steel goods, tableware, wrought iron, lamps, china and glass ware, pottery, ceramics, plate, plated articles, gold and silver ware and other precious metals of every description, jewellery and all similar matters and articles having artistic, literary or historic value; to sell and dispose of the same either privately or by public auction and whether as owners or agents of, and to export or import the same and generally to act in the sale and purchase of all kinds of objects having a rare, special or unique value; to carry on all or any of the businesses of jewellers, gold and silver smiths, repairers, merchants and factors of, and dealers in ornaments, fancy goods, articles and commodities for personal and household use; removal and haulage contractors, proprietors of depositories and warehouses, general storekeepers, lighting specialists and picture framers, insurance, land and estate agents, commission and general agents, general merchants and traders; to manufacture, repair, buy, sell and deal in machinery, vehicles, tools, implements, goods and wares of all kinds, which may conveniently be dealt in by the Company in connection with, or as auxiliary to the above-mentioned businesses, or any of them, which may be likely to be required by any of the customers of, or persons having dealings with the Company.

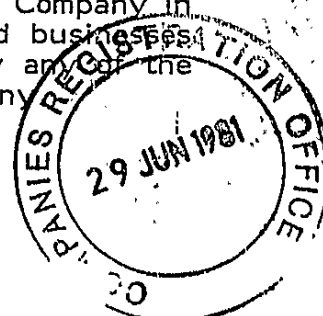
HART & CO. LTD.

47 BRUNSWICK PLACE, LONDON N1 6EE

TEL. 01 250, 1841 ... TELEX 24653

H56780

P21/044660



(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any 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 or 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 the 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.

(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 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 any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner.

(i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, 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, standard security, 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 cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade 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 calculated directly or indirectly to promote the Company's interests, 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 government or authority (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 comply 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 promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or 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.

(o) 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.

(p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(q) To remunerate any person, firm or company rendering services to the 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.

(r) 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.

(s) 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 Directors or 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 and generally to provide advantages, facilities and services for 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 a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary 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 (whether contributory or non-contributory) for the benefit of any of 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, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

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

(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, brokers, sub-contractors 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 Company's 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 from 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. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 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 and descriptions of Subscribers	Number of shares taken by each Subscriber
--------------------------------------------------	-------------------------------------------



Michael Richard Counsell,
15, Pembroke Road,
Bristol. BS99 7DX
Commercial Manager.

- One



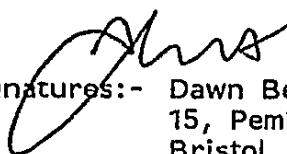
Christopher Charles Hadler,
15, Pembroke Road,
Bristol. BS99 7DX
Commercial Manager.

- One

Dated

5/1/81

Witness to the above Signatures:-



Dawn Bennett,
15, Pembroke Road
Bristol. BS99 7DX
Clerk.

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

1575889/4

ARTICLES OF ASSOCIATION OF

ACDERACE LIMITED

PRELIMINARY

1. The Regulations contained or incorporated in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1980 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

ALLOTMENT OF SHARES

2. After the initial allotment any shares proposed to be issued shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of

shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the Members. Subject to this Clause the Directors are unconditionally authorised for the purposes of Section 14 of the Companies Act, 1980, to allot shares up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation. In accordance with Section 17(9) of the Companies Act 1980 Sub-sections (1), (6) and (7) of the said Section 17 shall be excluded from applying to the Company.

SHARES

3. The lien conferred by Clause 11 in Table A shall attach also to fully paid-up shares and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing 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, for all moneys presently payable by him or his estate to the Company. Clause 11 in Table A shall be modified accordingly.

4. The power of the Directors to make calls conferred by Clause 15 in Table A shall be modified by deleting from such Clause the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call".

5. The liability of any Member in default in respect of a call shall be increased by the addition at the end of Clause 33 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

GENERAL MEETINGS AND RESOLUTIONS

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 Directors and to the Auditor for the time being of the Company.

7. Clause 54 in Table A shall be read and construed as if the words ", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the Meeting shall be dissolved" were added at the end.

8. Subject to the provisions of the Companies Acts 1948 to 1980, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had

been passed at a General Meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such members and Clause 73A in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

9. (a) Clause 75 in Table A shall not apply to the Company.

(b) The number of the Directors shall be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one, a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally and Clause 99 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and accordingly

(i) Clauses 89, 90, 91, 92 and 94 in Table A shall not apply to the Company; and

(ii) Clause 95 in Table A shall be ended at the words "shall then be eligible for re-election" and the succeeding words shall not apply to the Company; and

(iii) Clause 97 in Table A shall be ended at the words "additional director" and the succeeding sentence shall not apply to the Company.

BORROWING POWERS

10. (a) The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and, subject to Section 14 of the Companies Act 1980 if applicable, to grant any mortgage, charge or standard security over 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.

(b) Accordingly, Clause 79 in Table A shall not apply to the Company.

ALTERNATE DIRECTORS

11. (a) Each Director shall have the power at any time to appoint as an alternate Director either another Director or any other person approved for that purpose by a resolution of the Directors, and, at

any time, to terminate such appointment. Every appointment and removal of an alternate Director shall be in writing signed by the appointor and (subject to any approval required) shall (unless the Directors agree otherwise) only take effect upon receipt of such written appointment or removal at the registered office of the Company.

(b) An alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but shall otherwise be subject to the provisions of these Articles with respect to Directors. An alternate Director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.

(c) An alternate Director shall (subject to his giving to the Company an address at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and of any committee of the Directors of which his appointor is a member and to attend and to vote as a Director at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a Director of his appointor and to receive notice of all General Meetings.

(d) The appointment of an alternate Director shall automatically determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor shall cease for any reason to be a Director otherwise than by retiring and being re-appointed at the same meeting.

(e) A Director or any other person may act as alternate Director to represent more than one Director and an alternate Director shall be entitled at meetings of the Directors or any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

POWERS OF DIRECTORS

12. 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 Table A shall be modified accordingly.

13. (a) The Directors may exercise the powers of the Company conferred by Clause 3(s) of the Memorandum and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Accordingly, Clause 87 in Table A shall not apply to the Company.

14. It shall not be necessary for Directors to sign their names in any book which may be kept for the purpose of recording attendance at meetings; and Clause 86 in Table A shall be modified accordingly.

15. Clause 88 in Table A shall be read and construed as if the words "becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs" were substituted for the words "becomes of unsound mind".

16. A resolution in writing pursuant to Clause 106 in 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. The said Clause 106, modified as aforesaid, shall also apply to any resolution of a committee of Directors.

INDEMNITY

17. (a) Every Director or other officer of the Company shall 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 or Section 36 of the Companies Act 1980, 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.

(b) Accordingly, Clause 136 in Table A shall not apply to the Company.

ACCOUNTS

18. The accounts and other documents to be prepared by the Directors under Clause 126 in Table A shall be prepared in accordance with Sections 150 and 157 of the Companies Act 1948 as amended by Sections 16 to 22 inclusive of the Companies Act 1967 and in accordance with Sections 1, 6 and 7 of the Companies Act 1976.

TRANSFER OF SHARES

19. A transfer of a fully paid share need not be executed by or on behalf of the transferee; and Clause 22 in Table A shall be modified accordingly.

20. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share and Clause 24 in Table A shall not apply to the Company.

Names, addresses and descriptions of Subscribers



Michael Richard Counsell,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.

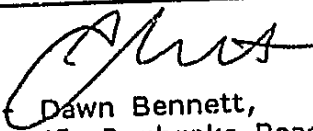


Christopher Charles Hadler,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.

Dated

5/1/81

Witness to the above Signatures:



Dawn Bennett,
15, Pembroke Road,
Bristol. BS99 7DX.
Clerk.

1

THE COMPANIES ACTS 1948 TO 1976

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

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

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering* delete if
inappropriate

Company number

1575889

Name of Company

ACDERACE

Limited*

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

47, Brunswick Place,

London, N1 6EE

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

HART & CO. LTD.

47, Brunswick Place, London N1 6EE

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 statementPresenter's name, address and
reference (if any):H. JORDAN & SONS LIMITED
47 BRUNSWICK PLACE LONDON N1 6EE
TEL. 01 250 1841 TELEX 24653For official use
General section

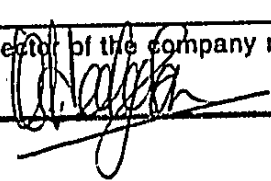
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J/RM/1

DIRECTOR

The name and particulars of the person who is, to be the first director of the company are as follows:

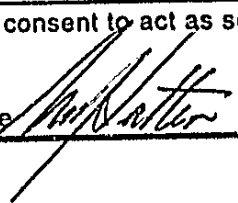
Name (note 2) DAVID STEWART HODGSON	Business occupation COMMERCIAL MANAGER
Former name(s) (note 3) NONE	Nationality BRITISH
Address (note 4) 47, Brunswick Place, London N1 6EE	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5) NONE	
I hereby consent to act as director of the company named on page 1	
Signature 	Date 5th JANUARY 1980

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.

SECRETARY

The name and particulars of the person who is, to be the first secretary, of the company are as follows:

Name (notes 2 & 7) MAVIS JUNE LATTER
Former name(s) (note 3) NONE
Address (notes 4 & 7) 47, Brunswick Place, London N1 6EE
I hereby consent to act as secretary of the company named on page 1
Signature 
Date 5th JANUARY 1980

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.

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

Signature  [Agent]† Date 5th JANUARY 1980

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



FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1575889

I hereby certify that

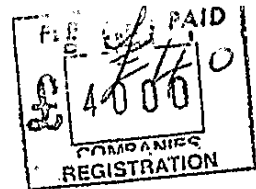
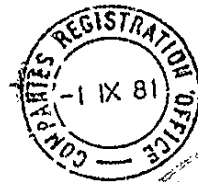
ALDERACE LIMITED

is this day incorporated under the Companies Acts 1948 to 1980 as
a private company and that the Company is limited.

Given under my hand at Cardiff the 22ND JULY 1981

A handwritten signature in dark ink, appearing to read 'R. J. Wilson', written over a faint, illegible stamp.

Assistant Registrar of Companies



COMPANIES ACT 1948-1976
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF ALDERACE LIMITED

Passed the 24th day of July 1981

At an Extraordinary General Meeting of the above-named Company duly convened
and held at 47 Brunswick Place, London N1 6EE

on the 24th day of July 1981
the subjoined Special Resolution was duly passed:

RESOLUTION

That the name of the Company be changed to:

3 & 5 CADOGAN GARDENS (MANAGEMENT) LIMITED

Director

Tyndall
& Co



240

049516

Company Number: 1575889

H 56780

HART & CO (CITY ROAD) LIMITED
HART HOUSE, 141-145 CURTAIN ROAD, LONDON EC2A 3BX
TELEPHONE 01-739 4321, TELEX 25804 HARTCO G, LDE BOX 161

HART & CO. LTD.
47 BRUNSWICK PLACE, LONDON N1 6EE
TEL. 01 250 1841 TELEX 24653



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1575889

10

I hereby certify that

ALDERACE LIMITED

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

3 & 5 CADOGAN GARDENS (MANAGEMENT) LIMITED

Given under my hand at Cardiff the **4TH SEPTEMBER 1981**

Assistant Registrar of Companies

No of Company: ...1575889.../12.....

form No C.A.51

THE COMPANIES ACTS 1948 TO 1976

(COPY)

RESOLUTION

pursuant to section 141 of the Companies Act 1948
of 3 & 5 CADOGAN GARDENS (MANAGEMENT) Limited

Passed the3rd..... day ofOctober..... 1983

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at

.....on theday of 1983 the following

Ordinary RESOLUTION was duly passed:-

That the capital of the above Company be increased to £200 by the creation of 10,000 shares at 1p each to Rank Pari Passu with the existing ordinary shares save that they shall not bear any dividend and to be offered in the first instance to members of the Company in the proportions set out below

John George Cramer)	
Margaret Agnes Magrath)	1,210 shares
Susan Mary Hatfield)	

Shirley Eugenie Mary Vere Nicoll		862 shares
----------------------------------	--	------------

Dr Michael Emeric Hollis)	
Iris Kathleen Gregg Hollis)	1,314 shares

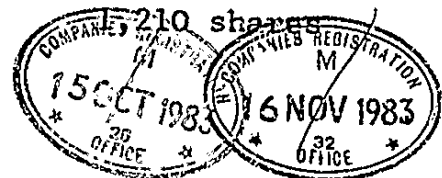
Andrew Charles Hollis		1,163 shares
-----------------------	--	--------------

John Frazer)	
Richard Andrew Frazer)	862 shares

Phyllis Eleanor Garret		1,501 shares
------------------------	--	--------------

Donald Christian Lueck)	
------------------------	---	--

Agnes Watson Lueck)	
--------------------	---	--



Donald Christian Lueck

)
)
227 shares

Agnes Watson Lueck

Jack Salim Nounou

1,651 shares

A.C. Hollis

A.C. HOLLIS.

Donald C. Lueck
DONALD C. LUECK

Michael G. Hollis
MICHAEL G. HOLLIS

P. E. Garrett
P. E. GARRETT.

Richard A. Frazer
RICHARD A. FRAZER.
Susan M. Hatfield
SUSAN M. HATFIELD

Eugenie Vere Nicoll
EUGENIE VERE NICOLL

Jack S. Nounou
JACK S. NOUNOU.

John Cramer
JOHN GEORGE CRAMER

Agnes W. Lueck
Agnes Watson Lueck

John Frazer

JOHN FRAZER.

Margaret Agnes Magrath
MARGARET AGNES MAGRATH

Irish Kathleen Hollis
IRISH KATHALEEN HOLLIS

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use Company number

13

1575889

Name of Company

~~CADOGAN GARDENS (MANAGEMENT) LIMITED~~**3 & 5 CADOGAN GARDENS (MANAGEMENT) LIMITED**

Limited*

delete if
inappropriatedelete as
appropriatehereby gives you notice in accordance with section 63 of the Companies Act 1948 that by ^{ORDINARY} ~~[extraordinary]~~ ~~[special]~~ resolution of the company dated 3 October 1983the nominal capital of the company has been increased by the addition thereto of the sum of
£100.00 beyond the registered capital of £100.00A printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:**Note**This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies
within 15 days
after the passing
of the resolution

Number of shares

10,000

Class of share

Ordinary (non-Dividend
carrying) shares

Nominal amount of each share

one pence

(If any of the new shares are preference shares state whether they are redeemable or not)
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 follows:Please tick here if
continued overleafdelete as
appropriate

Signed

[Director] [Secretary] Date

11th October 1983

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

Hartfields

Equity Chambers
241 Elgin Avenue
London W9 1NJ
MB/For official use
General section

Post room



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

The new shares to Rank Pari Passu with the existing ordinary shares save that there shall not be any dividend and to be offered in the first instance to members of the Company in the proportions set out below

John George Cramer)	
Margaret Agens Magrath)	1,210 Shares
Susan Mary Hatfield)	
Shirley Eugenie Mary Vere Nicoll		862 Shares
Dr Michael Emeric Hollis)	
Iris Kathleen Gregg Hollis)	1,314 Shares
Andrew Charles Hollis		1,163 Shares
John Frazer)	
Richard Andrew Frazer)	862 Shares
Phyllis Eleanor Garret		1,501 shares
Donald Christian Lueck)	
Agnes Watson Lueck)	1,210 Shares
Donald Christian Lueck)	
Agnes Watson Lueck)	227 Shares
Jack Salim Nounou		1,651 Shares

THE COMPANIES ACTS 1948 TO 1981

A

Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3(1) of the Companies Act 1976

Please do not
write in this
binding margin

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

To the Registrar of Companies

For official use

Company number

1575889

Name of company

3 & 5 CADOGAN GARDENS (MANAGEMENT) LIMITED

Limited*

*delete if
inappropriate

Note

Please read
notes 1 to 5
overleaf before
completing this
form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 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 as shown below:

Day Month

3	0	0	9
---	---	---	---

†delete as
appropriate

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	0	0	9	1	9	8	5
---	---	---	---	---	---	---	---

See note 4(c) and
complete if
appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

The company is a [subsidiary] [holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

Signed Donald C. Lueck [Director] [Secretary] †Date 14th May 1985

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

Donald C. Lueck
3 Cadogan Gardens
LONDON SW3 2RJ

For official use
General section

Post room

