



COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies

For official use

For official use

[] [] [] []

2046480

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

Name of company

* DEPLWA 105 LIMITED

* insert full
name of Company

I, MARTIN WEBSTER

of 1 Gresham Street, London EC2V 7BU

† delete as
appropriate

do solemnly and sincerely declare that I am a (Solicitor engaged in the formation of the company)†
† ~~person named as director or secretary of the company in the statement delivered to the registrar~~
under section 10(2)(b)† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it 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 16 St. Martin's - Le-Grand
London EC1A 4ES

Declarant to sign below

the 21st day of July
One thousand nine hundred and eighty six
before me

A Commissioner for Oaths 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):

Biddle & Co
1 Gresham Street
LONDON EC2V 7BU

Ref: UV
Tel: 01-606 9301

For official Use

New Companies Section

Post room

G

Form No.PUC 1

Statement on formation of a company to be incorporated with limited liability under the Companies Act 1985

E1

PUC1

Pursuant to Part V of the Finance Act 1973

Please do not
write in
this margin

For official use
[] [] [] []

Company number

2046480

Please do not write
in the space below.
For inland Revenue
use only

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

* Insert full name
of company

§ distinguish between
ordinary, preference
etc.

Name of company

* DIPLEMA 105 LIMITED

A Nominal Capital		£100	
Description of shares §	Ord		
B Nominal value of each share	£ 1	E	E
C Number of shares taken on incorporation	2		
D Total amount payable on each (including premium if any)	£ 1	E	E
E Amount paid or due and payable on each	£ 1	E	E
F Total amount paid or due and payable in respect of C	£2		
G Capital duty payable on F at £1 per £100 or part of £100	£1		



Notes

This form must be delivered to the Registrar of Companies when applying for incorporation of the company.

If amounts are contributed otherwise than in cash, that fact with full particulars must be stated and attached to this form.



Please tick
box if
attached

† delete as
appropriate

Signed Martin Hildes (Director) (Secretary) † Date 21st July 1986

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

Biddle & Co
1 Gresham Street
LONDON EC2V 7BU
Ref: UV
Tel: 01-606 9301

For official Use
Capital Section

Post room



NW
£204
(8)

027598

100
3/8

The Companies Act 1985



PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
of
DIPLEMA 105 LIMITED



1. The Company's name is "DIPLEMA 105 LIMITED".
2. The Company's registered office is to be situated in England.
3. The Company's objects are:-
 - (A) To carry on business, and to act as merchants, bankers, traders, commission agents, carriers, or in any other capacity, in the United Kingdom or elsewhere, and to import, export, buy, sell, barter, exchange, pledge, make advances upon, or otherwise deal in goods, produce, articles and merchandise.
 - (B) To acquire and take over for any consideration the whole or any part of the undertaking, property, rights and liabilities of any person or company the acquisition of which appears capable of being advantageously or conveniently employed in connection with or by way of extension of any business of the Company or otherwise suitable for its purposes.
 - (C) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any stocks, shares or securities or liabilities of any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company.
 - (D) To take or otherwise acquire and hold shares, stock, debentures, debenture stock or other securities or obligations in any other company having objects altogether or in part

Biddle



027598

similar to those of this Company, or engaged or proposing to engage in any business or activity capable of being conducted so as directly or indirectly to benefit this Company.

- (E) To promote or concur in promoting any other company whose objects shall include the acquisition of all or any of the property, rights or liabilities of this Company, or the promotion of which may seem calculated directly or indirectly to benefit this Company, and to acquire and hold shares, stock, debentures, debenture stock or other securities or obligations of any such company.
- (F) To purchase, take on lease or in exchange, or otherwise acquire any real or personal property, patents, licences, rights or privileges which the Company may consider necessary or convenient, and to construct, maintain and alter any buildings or works and develop and turn to account and deal with the same or any other property acquired as aforesaid in such manner as may be considered expedient.
- (G) To develop, manage, improve, farm and assist in developing, managing, improving or farming any land or other property belonging to the Company, or in which the Company is interested, and for that purpose to grant and agree to grant or accept leases of every description, and to make advances, and to enter into guarantees, and generally to make such arrangements as may be considered expedient.
- (H) To borrow or raise or secure the payment of money and interest thereon in any manner and upon any terms, and for such purposes, or any other purposes, to issue debentures or debenture stock, perpetual or otherwise, and to mortgage or charge all or any of the Company's property or rights, present and future, including its uncalled capital, and collaterally or further to secure any securities of the Company by a trust deed or other instrument.
- (I) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (J) To apply for and accept allotments of, and to buy and sell and to deal in and dispose of shares, stock, debentures, debenture stock, or other securities or obligations of any company.
- (K) To issue any shares, stock, debentures, debenture stock or other securities or obligations which the Company has power to issue, by way of security or indemnity, to any person whom the Company has agreed or is bound to indemnify, or in satisfaction of any liability.
- (L) To provide remuneration, rewards, incentives and facilities of every description for the present and former officers,

executives and other employees of the Company and of any of its subsidiary and associated companies, and in particular to establish and contribute to any funds or schemes for the provision of pensions, life and other insurance and similar benefits for, and to pay gratuities and allowances to, any of such persons and members of their families and their dependants, and to establish and finance any schemes for the time being authorised by law for the acquisition by any of such officers, executives and employees of shares or loan capital of the Company or its holding company or any interest therein.

- (M) To sponsor, subsidise or guarantee money for any charitable or benevolent purpose or for any cultural or sporting event, exhibition or performance, or for any public or useful object, either alone or in conjunction with others.
- (N) To apply for, purchase or otherwise acquire any patents, trade or service marks, names, designs, concessions, licences and the like, conferring any right to use, or any secret or other information which may seem capable of being used for any purpose of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit this Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the property, rights and information so acquired.
- (O) To lend money and grant or provide credit and financial accommodation to any person or company.
- (P) To invest any moneys of the Company not required for the purposes of its business in such investments, securities or other assets as may be thought expedient.
- (Q) To enter into any partnership or co-operate with any person or company engaged or interested or about to become engaged or interested in any activity from which this Company would or might derive any benefit, whether direct or indirect, and to amalgamate with any other company.
- (R) To sell or dispose of the undertaking of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares, stock, debentures, debenture stock, or other securities or obligations of any other company, whether promoted by this Company for the purpose or not.
- (S) To take all appropriate steps in Parliament or with the authorities, national, local, municipal or otherwise of any place in which the Company may have interests, and to carry on any negotiations or operations for any purpose of the Company, or for furthering the interests of its members, and to oppose any such steps taken by any other person or company which may seem calculated, directly or indirectly, to prejudice the interests of this Company or its members.



- (T) To procure the registration of the Company in or under the laws of any place outside England, and to establish local registers and business branches in any part of the world.
- (U) To distribute any of the Company's property among the members in specie.
- (V) To do all or any of the above things in any part of the world, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.
- (W) To do all such other things as, in the opinion of the Board of Directors of the Company, are incidental or as may be thought conducive to the attainment of the above objects or any of them.
- (X) To carry on any other business or activity which, in the opinion of the Board of Directors of the Company, is or may be capable of being conveniently carried on in connection with, or likely directly or indirectly to enhance the value of, any existing business, property or rights of the Company.

And it is hereby declared that the word "company" in this clause and in the Articles of Association for the time being of the Company, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed in such paragraphs, be in nowise limited by reference to or inference from any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The Company's share capital is £100 divided into 100 ordinary shares of £1 each.

WE, the subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum; and we agree to take the number of shares opposite our respective names.

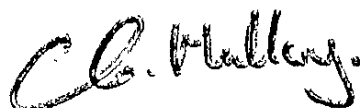
NAMES AND ADDRESSES	Number of Shares taken by each Subscriber
 MARTIN ANDREW SPENCER WINTER 1 Gresham Street London EC2V 7BU Solicitor	ONE
 MARTIN WEBSTER 1 Gresham Street London EC2V 7BU Solicitor	ONE

Dated 21st July 1986

Witness to the above signatures:-

Caroline Malloy
1 Gresham Street
London
EC2V 7BU

Secretary



COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
DIPLEMA 105 LIMITED

PRELIMINARY

1. The following regulations and (subject as hereinafter provided) the regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) Amendment Regulations 1985 ("Table A") constitute the Articles of Association of the Company.
2. Regulations 8, 24, 73 to 80 and 94 to 98 of Table A do not apply to the Company.

SHARE CAPITAL

3. The share capital of the Company is £100 divided into 100 ordinary shares of £1 each.

ALLIANCE OF SHARES

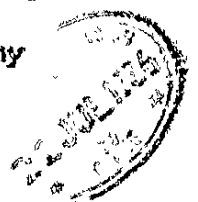
4. For the period of five years from the date of incorporation of the Company the shares specified in Article 3 for the time being unissued shall be at the disposal of the Directors who are hereby authorised to offer, allot, grant options over or otherwise dispose of them to such persons, at such times, for such consideration and upon such terms and conditions as the Directors may determine and Section 89(1) of the Companies Act 1985 shall not apply in relation to such shares.

TRANSFER OF SHARES

5. The Directors may, in their absolute discretion and without giving any reason, decline to register any transfer of any share.

LIEN

6. The Company shall have a first and paramount lien on every share, whether fully paid or not, registered in the name of any person, whether as sole or joint holder, indebted to the Company for all moneys due to the Company, whether in respect of that share or not. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to any amount payable in respect of it. The registration of a transfer of a share shall operate as a waiver of any lien of the Company thereon.



DIRECTORS

7. The Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.

8. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors.

9. A Director who pursuant to Section 317 of the Companies Act 1985 has declared at a meeting of the Directors the nature of his interest in a contract or arrangement or proposed contract or arrangement with the Company shall be entitled to vote in respect of that contract or arrangement or proposed contract or arrangement, and if he does so his vote shall be counted, and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the Directors at which the vote is taken.

RETIREMENT OF DIRECTORS

10. If the Company becomes subject to the provisions of Section 293 of the Companies Act 1985, any person may be appointed or elected a Director whatever his age, and no Director shall vacate office by reason only of his attaining or having attained the age of 70 or any other age.

NAMES AND ADDRESSES OF SUBSCRIBERS

Martin Winter

MARTIN ANDREW SPENCER WINTER
1 Gresham Street
London
EC2V 7BU

Solicitor

Martin Webster

MARTIN WEBSTER
1 Gresham Street
London
EC2V 7BU

Solicitor

Dated *21st July 1985*

Witness to the above signatures:-

Caroline Mulloy
1 Gresham Street
London
EC2V 7BU

Secretary

C. Mulloy



COMPANIES FORM No. 10

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

10

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

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

Name of company

2046480

* Insert full name
of company

* DIPLENA 105 LIMITED

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

1 Gresham Street
London

Postcode EC2V 7BU

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

Biddle & Co

1 Gresham Street
London

Postcode EC2V 7BU

Number of continuation sheets attached (see note 1)

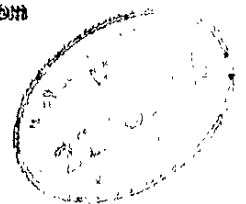
Presenter's name address and
reference (if any):

Biddle & Co
1 Gresham Street
LONDON EC2V 7BU

Ref: 05
Tel: 01-606 9301

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 (note 2) are as follows:

Please do not write in this margin

Name (note 3) MARTIN ANDREW SPENCER WINTER		Business occupation
		Solicitor
Previous name(s) (note 3) None		Nationality
Address (note 4) 1 Gresham Street		British
London		Date of birth (where applicable)
	Postcode EC2V 7BU	(note 6)
Other directorships † WANDSWORTH CENTRAL PROPERTIES LIMITED		
I consent to act as director of the company named on page 1		
Signature <i>Martin Winter</i>		Date 21.7.86

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

Name (note 3) MARTIN WINTER		Business occupation
		Solicitor
Previous name(s) (note 3) None		Nationality
Address (note 4) 1 Gresham Street		British
London		Date of birth (where applicable)
	Postcode EC2V 7BU	(note 6)
Other directorships † None		
I consent to act as director of the company named on page 1		
Signature <i>Martin Winter</i>		Date 21.7.86

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		
		Date of birth (where applicable)
	Postcode	(note 6)
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

Please do not
write in
this margin

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

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 3 & 7)	MARTIN WEBSTER		
Previous name(s) (note 3)	None		
Address (notes 4 & 7)	1 Gresham Street		
	London		
	Postcode	EC2V 7BU	
I consent to act as secretary of the company named on page 1			
Signature	<i>Martin Webster</i>		Date 21.7.86

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

delete if the form is
signed by the
subscribers

Signature of agent on behalf of subscribers	Date
---	------

delete if the form is
signed by an agent on
behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed <i>Martin Webster</i>	Date 21.7.86
Signed <i>Martin Webster</i>	Date 21.7.86
Signed	Date
Signed	Date
Signed	Date
Signed	Date

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2046480


I hereby certify that

DIPLEHA 105 LIMITED

is this day incorporated under the Companies Act 1985 as a
private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the

13TH AUGUST 1986


D.M. WHITE

an authorised officer

No. 2046480

THE COMPANIES ACT 1985

ACCEPT UNSTAMPED £ 40

HT/CN 34098

SIGNED ...

DATE ...

7/12/86

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

DIPLEMA 105 LIMITED

(PASSED 23rd September 1986)

At an Extraordinary General Meeting of the above-named Company duly convened and held at 1 Gresham Street London EC2V 7SU on 23rd September 1986 the following resolution was duly passed as a Special Resolution:-

RESOLUTION

THAT the name of the Company be changed to "Ogston Estates Limited".

Martin Webster
.....
M. Webster
Secretary

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2046480

I hereby certify that

DIPLEMA 105 LIMITED

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

Given under my hand at the Companies Registration Office,
Cardiff the 10TH OCTOBER 1986


M. IKRAM DAR

an authorised officer

No. 2046486

2046480 / 8

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

DIPLENA 105 LIMITED

(PASSED 23rd September 1986)

At an Extraordinary General Meeting of the above-named Company duly convened and held at 1 Gresham Street London EC2V 7BU on 23rd September 1986 the following resolution was duly passed as a Special Resolution:-

RESOLUTION

THAT the name of the Company be changed to "Ogston Estates Limited".

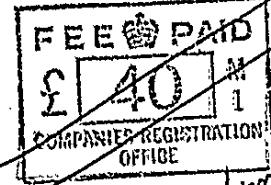
M. Webster
Secretary



Not West

028266

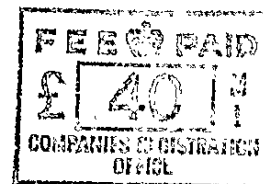
24040



Free from 34098
4/10/86

No. 2046480

THE COMPANIES ACT 1985



COMPANY LIMITED BY SHARES

SPECIAL AND ORDINARY RESOLUTIONS

- of -

OGSTON ESTATES LIMITED

(PASSED 10th February 1987)



At an Extraordinary General Meeting of the above-named Company duly convened and held at 1 Gresham Street London EC2V 7BU on 10th February 1987 the following resolutions were duly passed, in the case of resolution 1, as an Ordinary Resolution, and, in the case of resolutions 2, 3 and 4, as Special Resolutions:-

RESOLUTIONS

1. THAT the share capital of the Company be increased from £100 to £1,000,000 by the creation of 999,900 new shares of £1 each.
2. THAT the name of the Company be changed to "D.F. WAKEFIELD ESTATES LIMITED".
3. THAT the provisions of the Memorandum of the Company with respect to the objects of the Company be altered by deleting the existing subclause (A) of Clause 3 of such Memorandum and by substituting therefor the new subclauses (A), (B) and (C) set out in the document laid before the meeting and, for the purpose of identification, signed by the Chairman thereof and by re-lettering the subsequent subclauses accordingly.



NW 460
029977.

4. THAT the regulations contained in the document laid before the meeting and for the purpose of identification signed by the Chairman thereof be and the same are hereby adopted as the Articles of Association of the Company to the exclusion of and in substitution for all the existing Articles of Association.

M. Webster
.....
M. Webster
Secretary

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2046480

I hereby certify that

12.

OGSTON ESTATES LIMITED

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

D.F. WAKEFIELD ESTATES LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the

2ND MARCH 1987

ell. Moss.
MRS. M. MOSS

an authorised officer

MSW

2046480.

OGSTON ESTATES LIMITED

Proposed new Objects Clause

- (A) To carry on the business of an investment company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee real property, art and antiques of all kinds wherever situate and any interest therein and in particular industrial, commercial and agricultural lands, buildings, hereditaments, freehold and leasehold ground rents, mortgages, charges and any interest in real property, paintings, sculpture, furniture and works of art.
- (B) To acquire any such property or interests for any consideration payable partly or wholly in cash or partly or wholly in shares, obligations or debentures of the Company and either in its own name or in the name of any trustee or trustees, nominee or nominees or otherwise on behalf of or for the account of the Company, and to acquire the same subject to such terms and conditions (if any) as may be thought fit.
- (C) To exercise and enforce all rights and powers conferred by or incident to the ownership of any such property or interests including without prejudice to the generality of the foregoing all such powers to work, farm, repair, manage and develop any property so acquired.



19

44 01 1
G123 notice
with Capital

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL AND ORDINARY RESOLUTIONS

- of -

OGSTON ESTATES LIMITED

(PASSED 10th February 1987)

At an Extraordinary General Meeting of the above-named Company duly convened and held at 1 Gresham Street London EC2V 7BU on 10th February 1987 the following resolutions were duly passed, in the case of resolution 1, as an Ordinary Resolution, and, in the case of resolutions 2, 3 and 4, as Special Resolutions:-

RESOLUTIONS

1. THAT the share capital of the Company be increased from £100 to £1,000,000 by the creation of 999,900 new shares of £1 each.
2. THAT the name of the Company be changed to "D.F. WATFIELD ESTATES LIMITED".
3. THAT the provisions of the Memorandum of the Company with respect to the objects of the Company be altered by deleting the existing subclause (A) of Clause 3 of such Memorandum and by substituting therefor the new subclauses (A), (B) and (C) set out in the document laid before the meeting and, for the purpose of identification, signed by the Chairman thereof and by re-lettering the subsequent subclauses accordingly.



4. THAT the regulations contained in the document laid before the meeting and for the purpose of identification signed by the Chairman thereof be and the same are hereby adopted as the Articles of Association of the Company to the exclusion of and in substitution for all the existing Articles of Association.

Mark Webster
.....
M. Webster
Secretary

MATH

22-0-1987

The Companies Act 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

OGSTON ESTATES LIMITED

(adopted 10th February 1987)

PRELIMINARY

1. The following regulations and (subject as hereinafter provided) the regulations contained in Table A in the First Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) Amendment Regulations 1985 ("Table A") constitute the Articles of Association of the Company.

2. Regulations 8, 24, 73 to 80 and 94 to 98 of Table A do not apply to the Company.

SHARE CAPITAL

3. The share capital of the Company is £1,000,000 divided into 1,000,000 shares of £1 each.

TRANSFER OF SHARES

4. (1) The Directors shall register any transfer permitted by or made pursuant to paragraphs (3) to (9) inclusive of this Article, but subject as aforesaid the Directors may without giving any reason decline to register any transfer of any share.

(2) Subject to paragraph (1) of this Article shares may be transferred by any member, or by the trustees of any settlement made by a member or at any time after the death of a member by his personal representatives or the trustees of his will, to any other person holding shares in the Company, or to the spouse or former spouse, widower or widow, child or other issue, brother or sister of such member or deceased member, or to trustees of a settlement made for the benefit of any such persons, and upon any change of trustees of any such will or settlement the shares held by the trustees thereof may be transferred to the trustees for the time being thereof. For the purposes of this paragraph "child" shall include a stepchild and an adopted child, and "issue" shall be construed accordingly.

(3) Except when the transfer is made pursuant to paragraph (2) of this Article, any person proposing to transfer shares ("the retiring member") shall, before transferring any shares, give a

RECEIVED
19 FEB 1987

notice in writing ("a transfer notice") to the Company that he wishes to transfer the same, and may specify in such notice the name of the proposed transferee and the price which he is prepared to accept for the shares, and such transfer notice shall constitute the Company his agent for the sale of the shares therein mentioned ("the offered shares") in accordance with the provisions of this Article.

- (4) A transfer notice once given shall not be revocable except with the consent of the Directors or except as hereinafter expressly permitted. A transfer notice given by any one of joint holders shall be binding upon all. A transfer notice in respect of shares jointly held shall be given by all joint holders. If the Company or any subsidiary thereof is under any liability to the retiring member, a transfer notice may specify that the retiring member requires such liability to be discharged to the retiring member's satisfaction, and if a transfer notice so specifies, then unless such liability is so discharged, the retiring member may notwithstanding anything contained in paragraphs (5) to (9) inclusive of this Article revoke the transfer notice or at any time within six months after giving the transfer notice transfer the offered shares or any of them to any person at any price not being less than the prescribed price.
- (5) If the Company within three months after any transfer notice has been given notifies the retiring member in writing that it has found one or more members or other persons ("the purchaser") wishing to purchase any of the offered shares he shall (subject to paragraphs (4) and (7) of this Article) be bound within twenty-eight days afterwards, upon payment of the prescribed price, to transfer to the purchaser the shares which the purchaser wishes to purchase ("the sold shares").
- (6) If the retiring member, after having become bound as aforesaid, fails to transfer the sold shares, the Company may receive the purchase money and may appoint some person on behalf of the retiring member to sign a transfer or transfers of the sold shares, and upon registration thereof shall enter the name of the purchaser in the register as the holder of the sold shares, and shall hold the purchase money in trust for the retiring member. The receipt of the Company for the purchase money shall be a good discharge to the purchaser, who shall not be bound to see to its application, and after the name of the purchaser has been entered in the register in purported exercise of the foregoing powers, the validity of the proceedings shall not be questioned.
- (7) If within three months after receiving a transfer notice the Company does not notify the retiring member in accordance with paragraph (5) of this Article, or notifies him in writing that it has been able to find a purchaser for none of the offered shares, then the retiring member may either revoke the transfer notice or at any time within six months after giving the transfer notice transfer the offered shares or any of them to any person at any price not being less than the prescribed price. If the retiring member is notified in accordance with paragraph (5) of this Article that the Company has found a

purchaser for some but not all of the offered shares then the retiring member may either:-

- (a) at any time within six months after giving the transfer notice transfer the offered shares or any of them to any person at any price not being less than the prescribed price, and may retain any of the offered shares not so transferred; or
 - (b) transfer the sold shares to the purchaser and at any time within six months after giving the transfer notice transfer the remainder of the offered shares or any of them to any person at any price not being less than the prescribed price; or
 - (c) retain all the offered shares and treat the transfer notice as spent.
- (8) The prescribed price shall be fixed in the following manner. Upon receipt of a transfer notice a meeting of the Board of Directors shall be convened for the purpose of fixing the prescribed price. If the Board resolves that the value if any fixed by the retiring member is the fair value of the offered shares, then the value so fixed shall be the prescribed price. If the Board does not so resolve then the Auditors for the time being of the Company shall at its request and cost certify in writing the sum which in their opinion is the fair value of the offered shares and the sum so certified shall be deemed to be the prescribed price. In so certifying the Auditors shall be considered to be acting as experts and not as arbitrators, and accordingly the Arbitration Acts 1950 to 1979, and any statutory modification or re-enactment thereof shall not apply.
- (9) The offered shares shall be offered by the Company in the first place to all persons holding shares in the Company (other than the retiring member) in proportion as nearly as may be to their existing holdings of such shares. Every offer shall be made in writing specifying the number of shares offered, limiting a time within which the offer if not accepted will be deemed to be declined and informing the offeree that if he wishes to purchase shares in excess of that number he should enclose with his acceptance an application for the number of excess shares he requires. Any shares not originally offered under this paragraph because they were not capable of apportionment without fractions, and any shares not accepted by such offerees, shall be used for satisfying rateably as nearly as may be applications for excess shares. Any of the offered shares which are not within the said time limit accepted or applied for may be offered by the Directors to such person or persons as the Directors may determine.

LIEN

5. The Company shall have a first and paramount lien on every share, whether fully paid or not, registered in the name of any person, whether as sole or joint holder, indebted to the Company for all moneys due to the Company, whether in respect of that share or not. The Directors may at any

time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to any amount payable in respect of it. The registration of a transfer of a share shall operate as a waiver of any lien of the Company thereon.

DIRECTORS

6. The Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.

7. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors.

8. A Director who pursuant to Section 317 of the Companies Act 1985 has declared at a meeting of the Directors the nature of his interest in a contract or arrangement or proposed contract or arrangement with the Company shall be entitled to vote in respect of that contract or arrangement or proposed contract or arrangement, and if he does so his vote shall be counted, and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the Directors at which the vote is taken.

RETIREMENT OF DIRECTORS

9. If the Company becomes subject to the provisions of Section 293 of the Companies Act 1985, any person may be appointed or elected as a Director whatever may be his age and no Director shall vacate his office by reason only of his attaining or having attained the age of 70 or any other age.

2046480

14
B.

The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

D.F. WAKEFIELD ESTATES LIMITED

1.* The Company's name is "D.F. WAKEFIELD ESTATES LIMITED". ✓

2. The Company's registered office is to be situated in England.

3. The Company's objects are:-

** (A) To carry on the business of an investment company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee real property, art and antiques of all kinds wherever situate and any interest therein and in particular industrial, commercial and agricultural lands, buildings, hereditaments, freehold and leasehold ground rents, mortgages, charges and any interest in real property, paintings, sculpture, furniture and works of art.

(B) To acquire any such property or interests for any consideration payable partly or wholly in cash or partly or wholly in shares, obligations or debentures of the Company and either in its own name or in the name of any trustee or trustees, nominee or nominees or otherwise on behalf of or for the account of the Company, and to acquire the same subject to such terms and conditions (if any) as may be thought fit.

(C) To exercise and enforce all rights and powers conferred by or incident to the ownership of any such property or interests including without prejudice to the generality of the foregoing all such powers to work, farm, repair, manage and develop any property so acquired.

(D) To acquire and take over for any consideration the whole or any part of the undertaking, property, rights and liabilities of any person or company the acquisition of which appears capable of being advantageously or conveniently employed in connection with or by way of extension of any business of the Company or otherwise suitable for its purposes.

* The Company changed its name from "DIPLEMA 105 LIMITED" on 10th October 1986 and from "OOSTON ESTATES LIMITED" on 3rd March 1987.

** Sub-clauses 3(A), (B) and (C) were substituted for the existing sub-clause 3(A) by resolution passed on 10th February 1987, and the subsequent sub-clauses were relettered accordingly.

- (E) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any stocks, shares or securities or liabilities of any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company.
- (F) To take or otherwise acquire and hold shares, stock, debentures, debenture stock or other securities or obligations in any other company having objects altogether or in part similar to those of this Company, or engaged or proposing to engage in any business or activity capable of being conducted so as directly or indirectly to benefit this Company.
- (G) To promote or concur in promoting any other company whose objects shall include the acquisition of all or any of the property, rights or liabilities of this Company, or the promotion of which may seem calculated directly or indirectly to benefit this Company, and to acquire and hold shares, stock, debentures, debenture stock or other securities or obligations of any such company.
- (H) To purchase, take on lease or in exchange, or otherwise acquire any real or personal property, patents, licences, rights or privileges which the Company may consider necessary or convenient, and to construct, maintain and alter any buildings or works and develop and turn to account and deal with the same or any other property acquired as aforesaid in such manner as may be considered expedient.
- (I) To develop, manage, improve, farm and assist in developing, managing, improving or farming any land or other property belonging to the Company, or in which the Company is interested, and for that purpose to grant and agree to grant or accept leases of every description, and to make advances, and to enter into guarantees, and generally to make such arrangements as may be considered expedient.
- (J) To borrow or raise or secure the payment of money and interest thereon in any manner and upon any terms, and for such purposes, or any other purposes, to issue debentures or debenture stock, perpetual or otherwise, and to mortgage or charge all or any of the Company's property or rights, present and future, including its uncalled capital, and collaterally

or further to secure any securities of the Company by a trust deed or other instrument.

- (K) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (L) To apply for and accept allotments of, and to buy and sell and to deal in and dispose of shares, stock, debentures, debenture stock, or other securities or obligations of any company.
- (M) To issue any shares, stock, debentures, debenture stock or other securities or obligations which the Company has power to issue, by way of security or indemnity, to any person whom the Company has agreed or is bound to indemnify, or in satisfaction of any liability.
- (N) To provide remuneration, rewards, incentives and facilities of every description for the present and former officers, executives and other employees of the Company and of any of its subsidiary and associated companies, and in particular to establish and contribute to any funds or schemes for the provision of pensions, life and other insurance and similar benefits for, and to pay gratuities and allowances to, any of such persons and members of their families and their dependants, and to establish and finance any schemes for the time being authorised by law for the acquisition by any of such officers, executives and employees of shares or loan capital of the Company or its holding company or any interest therein.
- (O) To sponsor, subsidise or guarantee money for any charitable or benevolent purpose or for any cultural or sporting event, exhibition or performance, or for any public or useful object, either alone or in conjunction with others.
- (P) To apply for, purchase or otherwise acquire any patents, trade or service marks, names, designs, concessions, licences and the like, conferring any right to use, or any secret or other information which may seem capable of being used for any purpose of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit this Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the property, rights and information so acquired.
- (Q) To lend money and grant or provide credit and financial accommodation to any person or company.
- (R) To invest any moneys of the Company not required for the purposes of its business in such investments, securities or other assets as may be thought expedient.
- (S) To enter into any partnership or co-operate with any person or

company engaged or interested or about to become engaged or interested in any activity from which this Company would or might derive any benefit, whether direct or indirect, and to amalgamate with any other company.

- (T) To sell or dispose of the undertaking of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares, stock, debentures, debenture stock, or other securities or obligations of any other company, whether promoted by this Company for the purpose or not.
- (U) To take all appropriate steps in Parliament or with the authorities, national, local, municipal or otherwise of any place in which the Company may have interests, and to carry on any negotiations or operations for any purpose of the Company, or for furthering the interests of its members, and to oppose any such steps taken by any other person or company which may seem calculated, directly or indirectly, to prejudice the interests of this Company or its members.
- (V) To procure the registration of the Company in or under the laws of any place outside England, and to establish local registers and business branches in any part of the world.
- (W) To distribute any of the Company's property among the members in specie.
- (X) To do all or any of the above things in any part of the world, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.
- (Y) To do all such other things as, in the opinion of the Board of Directors of the Company, are incidental or as may be thought conducive to the attainment of the above objects or any of them.
- (Z) To carry on any other business or activity which, in the opinion of the Board of Directors of the Company, is or may be capable of being conveniently carried on in connection with, or likely directly or indirectly to enhance the value of, any existing business, property or rights of the Company.

And it is hereby declared that the word "company" in this clause and in the Articles of Association for the time being of the Company, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed in such paragraphs, be in nowise limited by reference to or inference from any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The Company's share capital is £100 divided into 100 ordinary shares of £1 each.

Note: The share capital of the Company was increased by resolution of the Company on 10th February 1987 to £1,000,000 divided into 1,000,000 shares of £1 each. ✓

WE, the subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum; and we agree to take the number of shares opposite our respective names.

NAMES AND ADDRESSES	Number of Shares taken by each Subscriber
MARTIN ANDREW SPENCER WINTER 1 Gresham Street London EC2V 7EU	One
MARTIN WEBSTER 1 Gresham Street London EC2V 7EU	One

Dated 21st July 1986

Witness to the above signatures:-

Caroline Mulloy
1 Gresham Street
London EC2V 7EU

Secretary

COMPANIES FORM No. 123

**Notice of increase
in nominal capital**

396

123

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

1110

2046480

Name of company

OGSTON ESTATES LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 10th February 1987 the nominal capital of the company has been increased by £ 999,999 beyond the registered capital of £ 100

A copy of the resolution authorising the increase is attached.

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

The new shares shall rank pari passu in all respects with the existing shares in the Company.

Please tick here if
continued overleaf

☐

Signed Mark W. W. W.

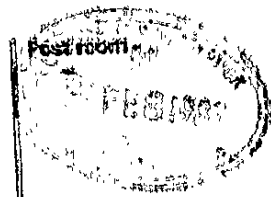
(Director/Secretary) Date 10th February 1987

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

Biddle & Co.
1 Gresham Street
London EC2V 7EU
(Ref: YN)

For official Use
General Section

Post room



G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period**225(1)**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

2046480

Name of company

D. F. WAKEFIELD ESTATES LIMITED

* Insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Note
Please read notes 1 to 4 overleaf before completing this form

Day Month

3	1	01
---	---	----

† 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	1	01	1	9	8	8
---	---	----	---	---	---	---

If this notice states that the current accounting reference period of the company is to be extended, and reference is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a ~~(subsidiary)~~ ☒ holding company† of _____
 _____ company number _____
 the accounting reference date of which is _____

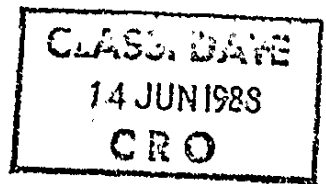
Signed D. F. Wakefield[Director] [Secretary]† Date 25 November 1987Presenter's name address and reference (if any): PAS/ELG

Spicer and Pegler
 Clumber Avenue, Sherwood Rise
 Nottingham, NG5 1AH

For official Use
General Section

Post room	COMPANIES REG.
4	4 DEC 20 1987
M	0751

2046480



COMPANIES ACT 1985 SECTION 242, paragraph 6

The Secretary of State in exercise of his powers under Section 242 paragraph 6 of the Companies Act 1985 extends by two months the period allowed for laying and delivering accounts of the companies listed below in relation to the accounting reference period ending 31 January 1988. It follows that the date on which the said period will now expire is 31 August 1988.

WAKEFIELD INVESTMENTS LIMITED

D.F. WAKEFIELD ESTATES LIMITED

TRENT PROPERTIES LIMITED

Dated 3 June 1988

Alwyn Conduin

On behalf of the
Secretary of State
for Trade and Industry

ELC
COMPANY NUMBER: 2046480

ORDINARY AND SPECIAL RESOLUTIONS

D F WAKEFIELD ESTATES LIMITED **Touche Ross & Co.**

PASSED THE

PART

14 JAN 1992

COMPANIES HOUSE
16 JAN 1992
64

STAFF

INITIALS DAKE

At an Extraordinary General Meeting of the company, duly convened and held at 1 WOODBOROUGH ROAD, NOTTINGHAM on 5 DECEMBER 1991 the following two resolutions were proposed and passed respectively, an Ordinary Resolution and a Special Resolution:-

ORDINARY RESOLUTION

1. "That the directors are hereby authorised to allot all or any of the 999,998 unissued shares in capital of the company at any time within five years after the passing of this resolution".

SPECIAL RESOLUTION

2. "That whereas the company has at present only two members both of whom wish to transfer a share in the company and such shares should first be offered for sale in accordance with Article 4 in the articles of association to the other members, now therefore the provisions of the said Article 4 shall be suspended for a period of 1 day only so as to permit registration of the proposed transfers and the directors are hereby authorised and instructed to register the proposed transfers as if Article 4 did not apply."

D. Wakefield.....
Chairman

Presented by:
Touche Ross & Co
1 Woodborough Road
Nottingham
NG1 3FD

ref: ICS/GS/ELC/ME

G**COMPANIES FORM No. 325****325****Notice of place where register of directors' interests in shares etc. is kept or of any change in that place**

Note: This notice is not required where the register is and has always been kept at the Registered Office

Please do not
write in
this margin

Pursuant to section 325 of and Schedule 13 paragraph 27 to the Companies Act 1985

To the Registrar of Companies

For official use Company number

[] [] []

2046480

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

Name of company

D F WAKEFIELD ESTATES LIMITED

* insert full name
of company

gives notice that the register of directors' interests in shares and/or debentures, which is kept by the company pursuant to section 325 of the above Act, is (now) kept at:

† delete as
appropriate

Buckler Plumb & Co

Old Police Station, Church Street,

Swadlincote, Derbyshire

Postcode

DE11 8LF

‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed *J. Wakefield*

Designation: Director

Date 30 April 1992

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

BUCKLER PLUMB & CO.
OLD POLICE STATION
CHURCH STREET
SWADLINCOTE

DE11 8LF

For official Use
General Section

Post room

RECEIVED
DEPT. OF TRADE
- 31 APR 1992