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COMPANIES FORM No. 12

12**Statutory Declaration of compliance
with requirements on application
for registration of a company**Please do not
write in
this margin.

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

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

To the Registrar of Companies

For official use

For official use

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2155516

Name of company

*

DIPLEMA 132 LIMITED

* insert full
name of CompanyI, MARTIN WEBSTERof 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)]~~ 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 Re. Martin's 16 Gresham
London

Declarant to sign below

the twenty sixth day of June
One thousand nine hundred and eighty seven
before me Deborah HansonMartin Webster

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

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

Biddle & Co
1 Gresham Street
LONDON EC2V 7BU

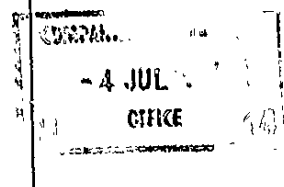
Ref: UV

Tel: 01 606 9301

For official Use

New Companies Section

Post room





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

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

* Insert full name
of company

To the Registrar of Companies

For official use

Name of company

* DIPLEMA 132 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)

--

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

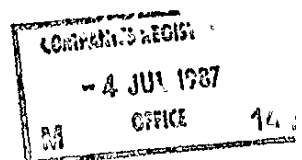
Biddle & Co
1 Gresham Street
LONDON EC2V 7BU

Ref: UV

Tel: 01-606 9301

For official Use
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 British	
Address (note 4) 1 Gresham Street		Date of birth (where applicable) (note 6)	
London			
	Postcode EC2V 7BU		
Other directorships † WANDSWORTH CENTRAL PROPERTIES LIMITED (resigned 19.9.86)			
I consent to act as director of the company named on page 1			
Signature <i>Martin Winter</i>		Date 24.6.1987	

† 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 WEBSTER		Business occupation Solicitor	
Previous name(s) (note 3) None		Nationality British	
Address (note 4) 1 Gresham Street		Date of birth (where applicable) (note 6)	
London			
	Postcode EC2V 7BU		
Other directorships † None			
I consent to act as director of the company named on page 1			
Signature <i>Martin Webster</i>		Date 24.6.1987	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
	Postcode		
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		Date		
Martin Webster		24.6.1987		

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

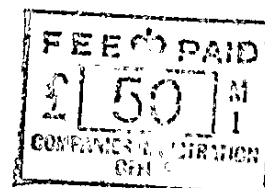
All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	John White	Date	24.6.1987
Signed	Martin Webster	Date	24.6.1987
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	

The Companies Act 1985



PRIVATE COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

of

DIPLEMA 132 LIMITED

1. The Company's name is "DIPLEMA 132 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 similar to those of this Company, or engaged or proposing to

Net cost £51
(29) 026226

1987

14

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 Winter

MARTIN ANDREW SPENCER WINTER
1 Gresham Street
London
EC2V 7BU

One

Martin Webster

MARTIN WEBSTER
1 Gresham Street
London
EC2V 7BU

One

Dated *24th June*

198*7*

Witness to the above signatures:-

Caroline Mulloy
1 Gresham Street
London
EC2V 7BU

C. Mulloy.

The Companies Act 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

DIPLEMA 132 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.

ALLOTMENT OF SHARES

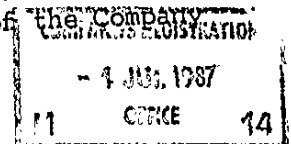
4. For the period of five years from the date of incorporation of the Company the shares specified in Article 3 for the time being unissued shall be at the disposal of the Directors who are hereby authorised to offer, allot, grant options over or otherwise dispose of them to such persons, at such times, for such consideration and upon such terms and conditions as the Directors may determine and upon such terms and 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

Martin Webster

MARTIN WEBSTER
1 Gresham Street
London EC2V 7BU

Dated *24th June* 19*87*

Witness to the above signatures:-

Caroline Mulloy
1 Gresham Street
London
EC2V 7BU

CC. Mulloy.

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2155516

I hereby certify that

DIPLEMA 132 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 18 AUGUST 1987

A handwritten signature in ink, appearing to be 'D. J. Jones', written over a faint, illegible stamp.

an authorised officer

No. 2155516

THE COMPANIES ACT 1985

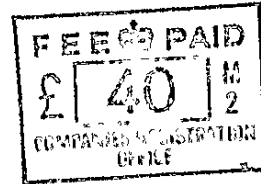
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

DIPLEMA 132 LIMITED

(PASSED 7th October 1987)



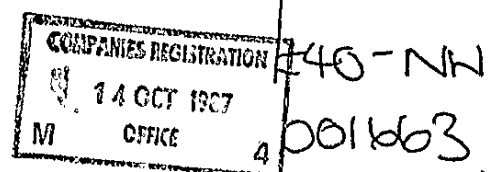
At an Extraordinary General Meeting of the above-named Company duly convened and held at 1 Gresham Street, London EC2V 7BU on 7th October 1987 the following resolution was duly passed as a special resolution:-

RESOLUTION

THAT the name of the Company be changed to "WILLMOTT PROPERTY SERVICES LIMITED".

Marti Weller

Secretary



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2155516

I hereby certify that

DIPLEMA 132 LIMITED

having by special resolution changed its name,

is now incorporated under the name of

WILLMOTT PROPERTY SERVICES LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 28 OCTOBER 1987


MRS P.A. ROWLEY

an authorised officer

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

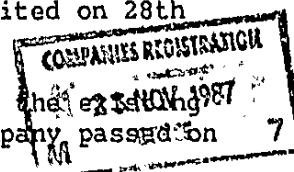
of

WILLMOTT PROPERTY SERVICES LIMITED

1. *The Company's name is "WILLMOTT PROPERTY SERVICES LIMITED".
2. The Company's registered office is to be situated in England.
3. **The Company's objects are:-
 - (A) (i) To carry on the business of a holding, management and investment company in all its branches and to acquire by purchase, exchange, subscription, lease, concession, grant, licence or otherwise the whole or any part of the shares, stocks, debentures, bonds, obligations, securities and interests of and in any corporations, companies, associations, firms or bodies and such other rights and interests in property as the Company shall think fit and generally to hold, manage, develop, lease, sell, dispose of or otherwise turn to account the same.
 - (ii) To co-ordinate the business and activities of any subsidiary companies or any companies of which the Company is a member or in which the Company is otherwise interested or which are in any manner controlled by the Company and to enter into any agreement or arrangement with or relating to any subsidiary companies or any such other companies for their financing or to make any other arrangement with or relating to any subsidiary company or any such other companies which may seem desirable.
- (B) To carry on the business of surveyors, valuers, auctioneers, estate agents, mortgage brokers, insurance consultants and brokers, estate managers, factors, promoters, real property dealers and investors, concessionaries, brokers, contractors and agents of all descriptions and to carry on all or any of the said businesses either together as one business or as separate distinct businesses provided that any business of surveying or

* The name of the Company was changed from Diplema 132 Limited on 28th October 1987.

** Sub-clauses (A) and (B) of Clause 3 were substituted for the sub-clauses (A) and (B) by special resolution of the Company passed on 10th November 1987.



estate agency for the time being carried on by the Company shall at all times be conducted in accordance with, respectively, the Rules of Conduct for the time being of the Royal Institution of Chartered Surveyors and the Estate Agents Act 1979.

- (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 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.

Note: On 10th November 1987 the share capital of the Company was increased to £1,054,000 divided into 60,000 ordinary shares of £1 each and 994,000 cumulative redeemable preference 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

One

MARTIN WEBSTER
1 Gresham Street
London
EC2V 7BU

One

Dated 24th June 1987

Witness to the above signatures:-

Caroline Mulloy
1 Gresham Street
London
EC2V 7BU

At the end.
2155516

The Companies Act 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

WILLMOTT PROPERTY SERVICES LIMITED

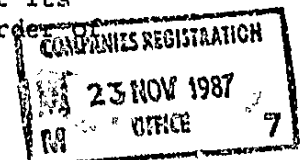
(adopted by special resolution of the Company on 10th November 1987)

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. (1) The share capital of the Company at the date of adoption of these Articles of Association is £1,054,000 divided into 60,000 ordinary shares of £1 each ("the Ordinary Shares") and 994,000 redeemable preference shares of £1 each ("the Preference Shares") (the Ordinary Shares and the Preference Shares in these Articles being together referred to as "shares").
 - (2) (a) The Preference Shares shall confer the right to a fixed cumulative preferential dividend at the rate of seven per cent per annum (exclusive of any associated tax credit) on the amounts for the time being paid up thereon in respect of each accounting reference period of the Company. The said dividend shall be paid out of the profits of the Company available for distribution and shall rank for payment in priority to the payment of a dividend on any other shares of the Company. The dividend shall be payable annually within three months of the accounting reference date of the Company in respect of the accounting reference period ending on that date.
 - (b) On a winding up or other return of capital the surplus assets of the Company remaining after payment of its liabilities shall be applied in the following order of priority:-



- (i) first, in or towards paying to the holders of the Preference Shares the nominal amounts paid up or credited as paid up on the Preference Shares together with any premium paid thereon and together with a sum equal to any arrears or deficiency of the fixed cumulative dividend on such shares (whether earned or declared or not) calculated down to the date of repayment of capital;
- (ii) the balance of such assets, if any, shall be divided amongst the holders of the Ordinary Shares *pari passu* in proportion to the nominal amounts paid thereon subject to the prior payment of any premium paid thereon.
- (c) The Preference Shares shall not confer the right to any further or other participation in the profits or assets of the Company.
- (d) The Preference Shares shall not entitle the holders to receive notice of or attend or vote at any general meeting.
- (e) The following provisions, subject to the provisions of the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force, shall have effect with regard to the redemption of the Preference Shares:-
 - (i) the Company will redeem all the Preference Shares:-
 - (aa) upon or immediately prior to the obtaining of a listing for some or all of the shares on The Stock Exchange or the granting of permission for dealings in the Unlisted Securities Market on The Stock Exchange to take place in some or all of the shares or the making of an application for some or all of the shares to be traded on the Third Market of The Stock Exchange; or
 - (bb) in the event that an offer is made to all the holders of ordinary share capital in the Company (or all such holders other than the offeror and or any person acting in concert (as such expression is defined in the then latest edition of "The City Code on Takeovers and Mergers") with the offeror) and such offer is accepted by the holders of more than 50% of the ordinary share capital in the Company and otherwise becomes or is declared unconditional in all respects.
 - (ii) The Company may at its option at any time after the third anniversary of their issue redeem all or any of the Preference Shares at par upon giving to

the registered holders of the shares to be redeemed not less than one month's notice in writing of its intention so to do.

- (iii) In the event that the Company is unable to redeem all of the Preference Shares on the dates specified above it shall redeem the Shares as soon thereafter as it shall be able to comply with the statutory provisions for the time being affecting such redemption.
- (iv) Any Preference Shares not previously redeemed shall be redeemed on 31st December 2037 and sub-paragraphs (vi) and (vii) of this Article shall mutatis mutandis and so far as applicable apply as regards any redemption effected under this sub-paragraph.
- (v) In the case of a partial redemption the Preference Shares to be redeemed shall be selected by drawings to be made at such place and in such manner as the Directors in their absolute discretion shall determine.
- (vi) Any notice of redemption shall specify the particular shares to be redeemed, the date fixed for redemption and the place at which the certificates for such shares are to be presented for redemption. At the time and place so fixed, each holder thereof shall be bound to surrender to the Company for cancellation the certificates for his shares which are to be redeemed. Upon such surrender the Company shall pay to him the amount due upon redemption. If any certificate so surrendered to the Company shall include any Preference Shares not then to be redeemed, a fresh certificate for those shares shall be issued without charge.
- (vii) There shall be paid on each Preference Share redeemed:-
 - (aa) the amount paid up thereon (including any premium); and
 - (bb) a sum equal to any arrears or deficiency of the fixed cumulative dividend on such shares (whether earned or declared or not) calculated down to the date of repayment of capital.
- (viii) As from the date fixed for redemption of any Preference Shares dividends shall cease to accrue on the shares except on any such share in respect of which, upon due presentation of the certificate

relating thereto, payment of the money due at such redemption shall be refused. Redemption monies which are not claimed on the date fixed for redemption of any of the Preference Shares shall not bear interest against the Company. In the event that it would be unlawful to pay any arrears of dividend on redemption such arrears shall be paid as soon as such payment shall become lawful.

- (3) All the Ordinary Shares in the Company and all the Preference Shares shall by reason of the rights given to them by this Article constitute separate and distinct classes of shares and accordingly any alteration of this Article 3 and any variation or abrogation of such rights shall be subject to the provisions of Section 125 of the Companies Act 1985.

TRANSFER OF SHARES

- 4. (1) The Directors shall register any transfer permitted by or made pursuant to paragraphs (2) to (9) inclusive of this Article.
- (2) Any person proposing to transfer shares ("the retiring member") shall, before transferring any shares, give a 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.
- (3) 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.
- (4) 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 (3) and (6) 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").
- (5) 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.

- (6) If within three months after receiving a transfer notice the Company does not notify the retiring member in accordance with paragraph (4) 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 (4) 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.
- (7) 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 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. The expression "the fair value of the offered shares" in this Articles means a sum which bears the same proportion to the fair value of the whole of the issued share capital of the same class as the number of the offered shares bears to the total number of issued shares of that class.
- (8) 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.

- (9) Within seven days of termination of the employment (for whatever reason) of any person who at the date of termination is or has been an employee of the Company or of any subsidiary of the Company and who at that date holds shares in the Company ("the Retiring Executive") the Retiring Executive shall serve a transfer notice on the Company in accordance with paragraph (2) of this Article in respect of his entire shareholding. If the Retiring Executive shall fail to serve a transfer notice within the said period of seven days, the Company may appoint some person on behalf of the Retiring Executive to serve a transfer notice in respect of the Retiring Executive's said shares. The person so appointed by the Company may in his absolute discretion decide the identity of any proposed transferee and the price to be stated in the transfer notice.

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.
9. It shall be the duty of the Directors to ensure that any business of surveying or of estate agency for the time being carried on by the Company shall at all times be conducted in accordance with, respectively, the Rules of Conduct for the time being of The Royal Institution of Chartered Surveyors and the Estate Agents Act 1979.

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 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.



COMPANIES FORM No. 224

Notice of accounting reference date
(to be delivered within 6 months of
incorporation)

224

Please do not
write in
this margin

Pursuant to section 224 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

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2155516

Name of company

* WILLMOTT PROPERTY SERVICES LIMITED

* Insert full name
of company

gives notice that the date on which the company's accounting reference period is to be treated as
coming to an end in each successive year is as shown below:

Important
The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

3	1	1	2
---	---	---	---

5 April
Day Month

0	5	0	4
---	---	---	---

30 June
Day Month

3	0	0	6
---	---	---	---

31 December
Day Month

3	1	1	2
---	---	---	---

† Delete as
appropriate

Signed

(Director) ~~(Secretary)~~ † Date

10/11/87

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

Biddle & Co
1 Gresham Street
London EC2V 7BU

Ref: VO

Tel: 01 606 9301

For official Use
General Section

Post room

10 NOV 87

No. 2155516

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

- of -

ALL THE MEMBERS

- of -

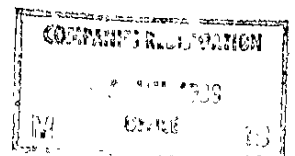
WILLMOTT PROPERTY SERVICES LIMITED

(DATED 25 May 1988)

The following resolution was agreed to and signed by all the members of the above-named Company entitled to receive notice of and to attend and vote at general meetings of the above-named Company. If it had not been so agreed to, it would not have been effective for its purpose unless it had been passed as a SPECIAL RESOLUTION at a general meeting of the above-named Company:-

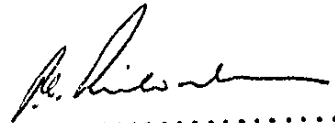
RESOLUTION

THAT the authorised share capital of the Company be increased to £1,060,077 divided into 66,077 Ordinary Shares and 994,000 Preference Shares by the creation of an additional 3,077 Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares of £1 each in the Company and that the directors be and they are hereby generally and unconditionally authorised to allot up to 3,077 Ordinary Shares of £1 each in the capital of the Company before 31st July 1988 (on which date this authority shall expire) and that the directors shall have the power to



- 2 -

exercise the authority hereby conferred upon them to allot such shares to such persons and on such conditions as they may in their discretion determine as if Section 89(1) of the Companies Act 1985 did not apply thereto.



.....

Director

G

COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

2155516

Name of company

*

WILLMOTT PROPERTY SERVICES LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 25TH MAY 1988 the nominal capital of the company has been
increased by £ 3,077 beyond the registered capital of £ 1,057,000.

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

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

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

The 3,077 new ordinary shares of £1 each will rank pari passu in all
respects with the existing ordinary shares of £1 each in the Company.

Please tick here if
continued overleaf☐† delete as
appropriate

Signed

[Director][Secretary]† Date

25th May 1988

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

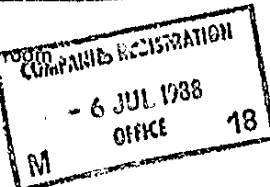
Biddle & Co
1 Gresham Street
London EC2V 7BU

Ref: VO

Tel: 01 606 9301

For official Use
General Section

Pos



No. 2155516

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN CONSENT

- of -

THE PREFERENCE SHAREHOLDER

- of -

WILLMOTT PROPERTY SERVICES LIMITED

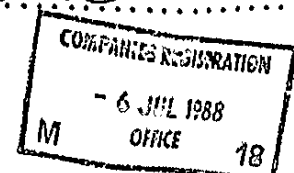
(EFFECTIVE *25 May* 1988)

Prior to the signing of a written resolution of all the members of the above-named Company, on *25 May* 1988, the holder of all the issued preference shares of £1 each in the Company consented in writing, to the variation of class rights in the following terms:-

CONSENT TO VARIATION OF CLASS RIGHTS

I the undersigned being the holder of all the preference shares of £1 each in the Company hereby sanction, pursuant to Section 125 of the Companies Act 1985, the written resolution of all the members of the Company annexed hereto and consent to each and every variation of the rights attached or belonging to the preference shares of £1 each in the Company proposed to be effected thereby or involved therein and declare that the said resolution shall be binding on all the holders of the said preference shares.

.....*[Signature]*.....
Director



G

COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering* insert full name
of company§ the copy must be
printed or in some
other form approved
by the registrar

To the Registrar of Companies

For official use

Company number

--	--	--	--	--

2155516

Name of company

* WILLMOTT PROPERTY SERVICES LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 25 May 1988 the nominal capital of the company has been
increased by £ 3,000 beyond the registered capital of £ 1,054,000.

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 3,000 new ordinary shares of £1 each will rank pari passu in all
respects with the existing ordinary shares of £1 each in the Company.

Please tick here if
continued overleaf☐† delete as
appropriate

Signed

[Director][Secretary]† Date

25-May-1988

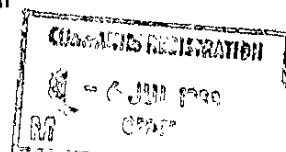
Presenter's name address and
reference (if any):

Biddle & Co
1 Gresham Street
London EC2V 7BU
Tel No: 01 606 9301

Ref: VO

For official Use
General Section

Post room



No. 2155516

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

- of -

ALL THE MEMBERS

- of -

WILLMOTT PROPERTY SERVICES LIMITED

(DATED 25 May 1988)

The following resolution was agreed to and signed by all the members of the above-named Company entitled to receive notice of and to attend and vote at general meetings of the above-named Company. If it had not been so agreed to, it would not have been effective for its purpose unless it had been passed as a SPECIAL RESOLUTION at a general meeting of the above-named Company:-

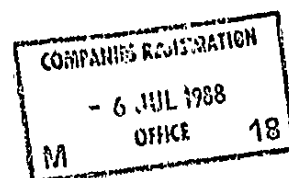
RESOLUTION

THAT

(A) the Articles of Association of the Company be amended by deleting the existing sub-paragraph (ii) of paragraph (e) of Article 3 and by substituting therefor the following sub-paragraph:-

"(ii) The Company:-

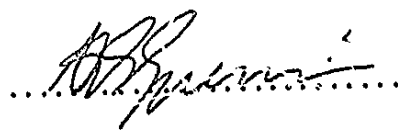
(aa) may at its option at any time after the third anniversary of their issue redeem all or any of the Preference Shares at par upon giving to the registered holders of the



shares to be redeemed not less than one month's notice in writing of its intention so to do.

(bb) shall redeem 200,000 of the Preference Shares on 31st December in each of the years 1992, 1993, 1994 and 1995 and the balance of the Preference Shares then in issue on 31st December 1996 following receipt by the Company in each case of not less than one month's prior written notice from the holders of the Preference Shares of their wish to exercise such right of redemption."

(B) The authorised share capital of the Company be increased to £1,057,000 divided into 63,000 Ordinary Shares and 994,000 Preference Shares by the creation of an additional 3,000 Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares of £1 each in the Company and that the directors be and they are hereby generally and unconditionally authorised to allot up to 3,000 Ordinary Shares of £1 each in the capital of the Company before 30th June 1988 (on which date this authority shall expire) and that the directors shall have the power to exercise the authority hereby conferred upon them to allot such shares to such persons and on such conditions as they may in their discretion determine as if Section 89(1) of the Companies Act 1985 did not apply thereto.

..........
Director

Company Number: 2155516

Certified a true
Copy of the
original
Gemin Heights
1/4/93

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTION

of

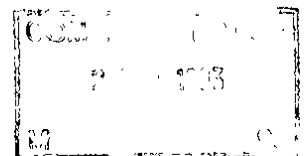
WILLMOTT PROPERTY SERVICES LIMITED

Passed the 30th day of March 1993

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on the above date the following resolutions were duly passed as an ordinary and a special resolution of the Company as specified:-

ORDINARY RESOLUTION

1. THAT the share capital of the Company be and is hereby redesignated so as to consist of 1,060,077 Ordinary Shares of £1 each, in each case with the rights set out in the new Articles of Association.



SPECIAL RESOLUTION

2. THAT the draft regulations produced to the meeting and initialled by the Chairman of the board for the purposes of identification be and are hereby adopted as the new articles of association of the Company in substitution for the existing articles of association.

.....
Chairman

Company No.:

THE COMPANIES ACTS 1985 TO 1989

NEW ARTICLES OF ASSOCIATION

-of-

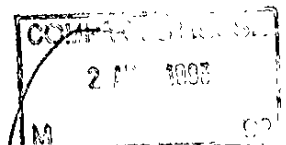
WILLMOTT PROPERTY SERVICES LIMITED
(Adopted on 31 March 1993)

PRELIMINARY

1. The Regulations contained in Table A scheduled to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 ("Table A") shall apply to the Company save in so far as they are excluded or modified by or are inconsistent with these articles. In addition to such regulations the following shall be the sole articles of association of the Company.
2. Words and expressions which bear particular meanings in Table A shall bear the same respective meanings in these articles save that any reference in these articles to "the Act" shall include all subordinate legislation made under it. Unless otherwise indicated any reference in these articles to "a Regulation" shall be construed as a reference to the regulation of that number contained in Table A.

SHARE CAPITAL

3. (a) The share capital of the Company shall be £1,060,077 consisting of 1,060,077 Ordinary Shares of £1 each.
(b) Subject to the provisions of the Act and to any direction to the contrary which may be given by ordinary or other resolution of the Company, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as they may determine.
4. Section 89(1) of the Act shall not apply to the allotment by the Company of any equity securities (as defined in section 94 of the Act).



CERTIFICATES

5. Subject to the Act, the directors may by resolution decide, either generally or in any particular case or cases, that the certificates for share or loan capital or other securities of the Company need not be issued under a seal and Regulation 6 shall be modified accordingly.

TRANSFER OF SHARES

6. The directors may, in their absolute discretion and without giving any reason, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 shall be modified accordingly.

NOTICE OF GENERAL MEETING

7. Notice of general meetings need not be given to the directors in their capacity as such. Regulation 38 shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

8. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, but the absence of a quorum shall not preclude the nomination, election or choice of a chairman which shall not be treated for this purpose as part of the business of the meeting. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or (in the case of a company which is a member) a duly authorised representative, shall be a quorum. Regulation 40 shall not apply.
9. If a quorum is not present within fifteen minutes (or such longer time, not exceeding half an hour, as the chairman of the meeting may determine) after the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such day and at such time and place as the chairman of the meeting may determine. It shall not be necessary to give notice of any meeting adjourned through want of a quorum. Regulation 41 shall not apply.
10. In the case of a corporation the signature of a director or the secretary or, in the case of joint holders of a share, the signature of any one of such joint holders shall be sufficient for the purpose of passing a resolution in writing pursuant to Regulation 53 or in accordance with section 381A of the Act.
11. Each director or the secretary of a member which is a corporation shall be deemed to be authorised to act as its representative at any meeting of the Company or at any meetings of any class of members of the Company.

PROXIES

12. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and in any common form or in such other form as the directors may approve. The instrument of proxy shall, unless the contrary is stated in the instrument, be valid as well for any adjournment of the meeting as for the meeting to which it is given and shall, unless the contrary is stated in the instrument, be deemed to confer authority to vote on any amendments to any resolution put to the meeting for which it is given or any adjournment of such meeting as the proxy thinks fit. Regulations 60 and 61 shall not apply.
13. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notari ally or in some other way approved by the directors may:-
- (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting at any time before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (b) in the case of a poll, be deposited as aforesaid after the poll has been demanded and at any time before the time appointed for the taking of the poll;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid. Regulation 62 shall not apply.

ALTERNATE DIRECTORS

14. Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Regulation 65 shall not apply.
15. An alternate director shall cease to be an alternate director if his appointor ceases for any reason to be a director. Regulation 67 shall not apply.

POWERS OF DIRECTORS

16. The Company may exercise all the powers conferred by the Act with regard to having any official seal and such powers shall be vested in the directors. Subject to the provisions of the Act, any instrument to which an official seal is affixed shall be signed by such persons, if any, as the directors may from time to time determine.

17. The directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

DELEGATION OF DIRECTORS' POWERS

18. The directors may delegate any of their powers to committees consisting of such person or persons (whether directors or not) as they think fit. Regulation 72 of Table A shall be modified accordingly.

APPOINTMENT AND REMOVAL OF DIRECTORS

19. Any person may be appointed to be a director, either to fill a vacancy or as an additional director, or removed as a director howsoever appointed at any time and from time to time by a memorandum in writing signed by or on behalf of the person or persons for the time being holding in aggregate a majority in nominal value of the issued share capital for the time being of the Company as carries the right to attend and vote at general meetings of the Company and such appointment or removal shall take effect upon lodgment of the memorandum at the registered office of the Company.
20. Without limiting the powers conferred by the last preceding article, any person may be appointed a director by the directors either to fill a vacancy or as an additional director.
21. Regulations 73-80 (inclusive) and the last sentence of Regulation 84 shall not apply.
22. The office of a director shall be vacated if he is removed from office under article 19 and Regulation 81 shall be modified accordingly.
23. Save as otherwise determined by the Company, a person shall be capable of being appointed a director notwithstanding that he has attained the age of 70 or any other age, a director shall not be required to vacate his office by virtue of his attaining the age of 70 or any other age, no special notice need be given of a resolution appointing a director who has attained the age of 70 or any other age and it shall not be necessary for the notice of the resolution to state the age of any person proposed to be appointed as a director.

DIRECTORS' INTERESTS

24. A director who pursuant to Regulation 85 has declared at a meeting of the directors the nature of his interest in a contract or proposed contract with the Company shall be entitled to vote as a

director in respect of that contract or proposed contract, and if he shall do 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. Regulations 94 to 96 (inclusive) and 98 shall not apply and Regulation 97 shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

25. The quorum at meetings of the directors of the Company shall be two thirds of the directors for the time being holding office (or, if their number is not a multiple of three, the number nearest to two thirds after rounding up a fraction) provided that at least two directors who are also directors of the Company's holding company, Willmotts Holding Company Limited, shall also be present.
26. Any meeting of the directors or of a committee of the directors shall be properly constituted and duly held if the directors are present in person or by means of a conference telephone or by some other means of communication provided that all such directors participating in the meeting shall at all times be able to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in the quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is situated.

INDEMNITY

27. Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every director or other officer of the Company shall be indemnified out of the assets of the Company against any losses or liabilities which in such capacity 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 the Act in which relief is granted to him by the court.

PROFESSIONAL CONDUCT

28. It shall be the duty of the directors to ensure that any business of surveying or estate agency for the time being carried on by the Company shall at all times be conducted in accordance with, respectively, the Rules of Conduct for the time being of the Royal Institution of Chartered Surveyors and the Estate Agents Act 1979.