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COMPANIES ACT 1985 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

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

To the Registrar of Companies
(Address overleaf)

For official use

For official use

[] [] [] []

2416030

Name of company

* TRUST UNION PROPERTIES (NUMBER NINETEEN) LIMITED

* insert full
name of Company

I, RUTH JUDI FRANCES SAUNDERS (DIRECTOR OF TOUCHE REMNANT
SECRETARIAL SERVICES LIMITED)

of MERMAID HOUSE, 2, PUDDLE DOCK, LONDON EC4V 3AT

† 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 180 FLEET STREET
LONDON EC1

Declarant to sign below

the 11th day of August
One thousand nine hundred and eighty-nine
before me Josephine Johnston Stewart

Ruth Saunders

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):
TOUCHE REMNANT SECRETARIAL
SERVICES LIMITED,
MERMAID HOUSE,
2, PUDDLE DOCK,
LONDON EC4V 3AT

RJFS/

For official Use
New Companies Section

Post room

COMPANIES HOUSE
14 AUG 1989
M 69

**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 letteringTo the Registrar of Companies
(Address overleaf - Note 8)

For official use

Name of company

* insert full name
of company

* TRUST UNION PROPERTIES (NUMBER NINETEEN) LIMITED

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

BECKET HOUSE	
1, LAMBETH PALACE ROAD,	
LONDON	
Postcode	SE1 7EU

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☐

Postcode	

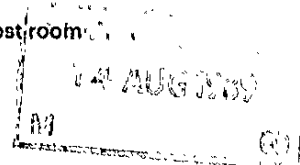
Number of continuation sheets attached (see note 1)

☐Presentor's name address and
reference (if any):TOUCHE REMNANT SECRETARIAL
SERVICES LIMITED,
MERMAID HOUSE,
2, PUDDLE DOCK,
LONDON EC4V 3AT

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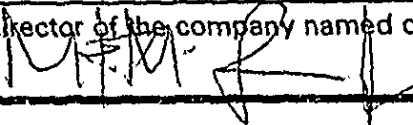
For official Use
General Section

Post room

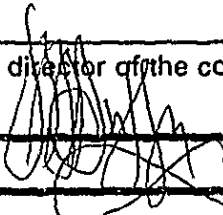


The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

write in this margin

Name (note 3) MICHAEL FREDERICK MCGONIGLE		Business occupation PROPERTY INVESTMENT MANAGER
Previous name(s) (note 3) NONE		Nationality BRITISH
Address (note 4) 'THICKETTS', COPTHALL ROAD, IGHTHAM, Nr SEVENOAKS, KENT		Date of birth (where applicable) (note 6) 06.02.1951
Postcode TN15 9DU		
Other directorships † See attached list		
I consent to act as director of the company named on page 1		
Signature 		Date 28.07.89

† enter particulars of other directorships held or previously held (see note 2) if this space is insufficient use continuation

Name (note 3) PETER JOHN DUFFY		Business occupation INVESTMENT MANAGER
Previous name(s) (note 3) NONE		Nationality BRITISH
Address (note 4) 37, RUSHOLME ROAD, PUTNEY, PUTNEY, LONDON		Date of birth (where applicable) (note 6) 26.02.1937
Postcode SW15		
Other directorships † See attached list		
I consent to act as director of the company named on page 1		
Signature 		Date 28.07.89

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

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this margin

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legibly, preferably
in black type, or
bold block lettering

secretaries, of the company are as follows:

Name (notes 3 & 7)		TOUCHE REMNANT SECRETARIAL SERVICES LIMITED	
Previous name(s) (note 3)		NONE	
Address (notes 4 & 7)		MERMAID HOUSE, 2, PUDDLE DOCK, LONDON	
		Postcode	EC4V 3AT
I consent to act as secretary of the company named on page 1 FOR AND ON BEHALF OF TOUCHE REMNANT SECRETARIAL SERVICES LIMITED			
Signature		Date 28.07.89	

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	Date
Signed	Date 28.07.89
Signed	Date
Signed	Date
Signed	Date 28.07.89
FOR AND ON BEHALF OF TR PROPERTY INVESTMENT TRUST PLC	
Signed	Date

THE COMPANIES ACT 1985

2416030

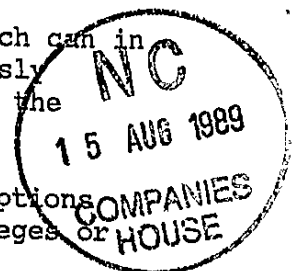
A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF TRUST UNION PROPERTIES (NUMBER NINETEEN) LIMITED



1. The Company's name is TRUST UNION PROPERTIES (NUMBER NINETEEN) LIMITED.
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are :
 - a. To acquire by purchase, lease, concession, grant, subscription, licence or otherwise such land, buildings, leases, underleases, rights, privileges, stocks, shares and debentures, policies of insurance, patents, copyrights and such other property, real or personal and rights and interest in property capable of being held for investment as the Company shall deem fit but so that the Company shall not have the power to deal or traffic in any such property but may acquire the same for the purpose of investment only and with a view to receiving the income therefrom. If from time to time it shall be found necessary or advisable for investment reasons for the Company to realise all or any part of its property or assets the Company shall have power to do so but any surpluses or deficiencies arising on or from such realisation shall be dealt with as capital surpluses and not available for the payment of dividends or as capital deficiencies which shall be charged against capital reserve account. The powers in this sub-clause are the principal powers of the Company and all the remaining sub-clauses hereof shall be and are hereby construed as being ancillary thereto.
 - b. To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
 - c. To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
 - d. To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.



COMPANIES HOUSE
14 AUG 1989

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Manac Trust
£1300 + 25
000807

- e. To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- f. To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- g. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- h. To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- i. To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- j. To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

- k. To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- l. To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- m. To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- n. To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- o. To promote any other company for the purpose of acquiring the whole or part of the business or property or undertaking any business or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- p. To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- q. To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

- r. To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- s. To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commission to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- t. To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
- u. Subject to and in accordance with a due compliance with the provisions of Section 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.
- v. To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- w. To procure the Company to be registered or recognised in any part of the world.

- x. To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- y. To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that :-

- 1. None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the Company.
 - 2. None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each sub-clause contained the objects of a separate Company.
 - 3. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
 - 4. In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
4. The liability of the Members is limited.
5. The Company's share capital is £1,000 divided into 1,000 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 shown opposite our respective names.

Names and Address of Subscribers	Number of shares taken by each Subscriber
1 . Michael Frederick McGonigle Mermaid House 2 Puddle Dock London EC4V 3AT	One
2. TR Property Investment Trust PLC Mermaid House 2 Puddle Dock London EC4V 3AT	One
Total shares taken	Two

Dated August 9th '89

Witness to the above signatures :

Ruth Judi Frances Saunders
Mermaid House
2 Puddle Dock
London
EC4V 3AT

Ruth Saunders

Chartered Secretary

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

TRUST UNION PROPERTIES (NUMBER NINETEEN) LIMITED

PRELIMINARY

- 1 (a). The regulations contained in Table A in the schedule to the Companies (Table A to F) Regulations 1985 as amended by any other subordinate legislation coming into operation prior to the date of adoption of these articles shall apply to the Company save in so far as they are excluded or varied in these articles shall constitute the Articles of the Company.
- (b). In these articles the expression "the Act" means the Companies Act 1985, but so that any reference in these articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- (c). References in Table A and in these articles to writing include references to any method of representing or reproducing words in a legible and non-transitory form.
- (d). Save as provided in the last preceding article, words and expressions which bear particular meanings in Table A shall bear the same respective meanings in these articles.

SHARE CAPITAL

2. 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.
3. Section 89 (1) of the Act shall not apply to the allotment by the company of any equity security.
4. The lien conferred by Regulation 8 in Table A shall attach also to fully paid-up shares, and the company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the company whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the company. Regulation 8 in Table A shall be modified accordingly.

5. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 in Table A of the words "and all expenses that may have been incurred by the company by reason of such non-payment".

TRANSFER OF SHARES

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

PURCHASE OF OWN SHARES

7. Subject to the provisions of the Act, the company may enter into any contract for the purchase of all or any of its shares of any class (including any redeemable shares) and any contract under which it may, subject to any conditions, become entitled or obliged to purchase all or any of such shares and may make payments in respect of the redemption or purchase of such shares otherwise than out of distributable profits or the proceeds of a fresh issue of shares. Every contract entered into pursuant to this article shall be authorised by such resolution of the company as may for the time being be required by law but subject thereto the directors shall have full power to determine or approve the terms of any such contract. Neither the company nor the directors shall be required to select the shares in question rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares. Subject to the provisions of the Act, the company may agree to the variation of any contract entered into pursuant to this article and to the release of any of its rights or obligations under any such contract. Notwithstanding anything to the contrary contained in the articles, the rights attaching to any class of shares shall not be deemed to be varied by anything done by the company pursuant to this article. Regulation 35 of Table A shall not apply.

GENERAL MEETINGS

8. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than four weeks after receipt of the requisition. Regulation 37 of Table A shall not apply.
- 9 (a). A notice convening a general meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Regulation 38 in Table A shall be modified accordingly.

- (b). All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.
 - (c). Every notice convening a general meeting shall comply with the provisions of Section 372 (3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the company.
10. 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. Save as otherwise provided by the next succeeding article, two members present in person or by proxy and entitled to vote shall be a quorum for all purposes. Regulation 40 of Table A shall not apply.
11. 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 decide to wait) 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 and at such adjourned meeting one member present in person or by proxy (whatever the number of shares held by him) shall be a quorum. It shall not be necessary to give notice of any meeting adjourned through want of a quorum. Regulation 41 of Table A shall not apply.

APPOINTMENT OF DIRECTORS

- 12 (a). The maximum number and minimum number respectively of the directors may be determined from time to time by Ordinary Resolution in general meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be two.
- (b). The directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) in Table A shall not apply to the company.
- (c). No person shall be appointed a director at any general meeting unless either :-
- (i) he is recommended by the directors; or
 - (ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the general meeting, notice executed by a member qualified to vote at the general meeting has been given to the company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.

- (d). Subject to paragraph (c) above, the company may by Ordinary Resolution in general meeting appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
- (e). 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 determined in accordance with paragraph (a) above as the maximum number of directors and for the time being in force.

ALTERNATE DIRECTORS

- 13. 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 of Table A shall not apply.
- 14. An alternate director shall cease to be an alternate director if his appointor ceases for any reason to be a director. Regulation 67 of Table A shall not apply.
- 15. An alternate Director shall not be entitled as such to receive any remuneration from the company, save that he may be paid by the company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the company from time to time direct, and the first sentence of Regulation 66 in Table A shall be modified accordingly.
- 16. A Director, or any such other person as is mentioned in Regulation 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

POWERS OF DIRECTORS

- 17. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company upon such terms (including terms as to remuneration) as they may think fit and may delegate to any person so appointed any of the powers vested in or exercisable by them including power to sub-delegate. The directors may remove any person appointed under this article and may revoke or vary such delegation but no person dealing in good faith and without notice of any such revocation or variation shall be affected by it. Regulation 71 of Table A shall not apply.

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.

REMOVAL OF DIRECTORS

19. The office of a director shall be vacated not only upon the happening of any of the events mentioned in Regulation 81 of Table A but also if he is removed from office pursuant to these articles. Regulation 81 of Table A shall be modified accordingly.

GRATUITIES AND PENSIONS

- 20 (a). The Directors may exercise the powers of the company conferred by Clause 3 (t) of the Memorandum of Association of the company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.
- (b). Regulation 87 in Table A shall not apply to the company.

PROCEEDINGS OF DIRECTORS

21. A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of section 317 of the Act) with the company shall declare the nature of his interest at a meeting of the directors in accordance with that section. Subject where applicable to such disclosure, a director shall be entitled to vote in respect of any such contract or proposed contract in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. Regulations 94 to 96 (inclusive) of Table A shall not apply.

NOTICES

22. Any notice or other document may be served on or delivered to any member by the company either personally or by sending it by post in a prepaid envelope or wrapper addressed to the member at his registered address, or by leaving it at that address addressed to the member, or by any other means authorised in writing by the member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 of Table A shall be modified accordingly.

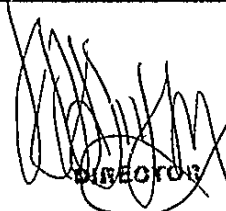
23. Any notice or other document, if sent by post, shall be deemed to have been served or delivered on the day following that on which it was put in the post and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so left. Regulation 115 of Table A shall not apply.
24. Any notice or other document may be served on or delivered to any person or persons entitled to a share in consequence of the death or bankruptcy of a member by the company in any manner which would be permitted by the articles if the person or persons concerned were a member or were members and either addressed to him or them by name or by the title of representatives of the deceased or trustee of the bankrupt or by any like description at the address (if any) within the United Kingdom supplied by him or them for that purpose. Until such address has been supplied, a notice or other document may be served on or delivered to the person or persons so entitled in any manner in which it might have been served or given if the death or bankruptcy had not occurred. Regulation 116 of Table A shall not apply.

INDEMNITY

25. 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 or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him as such director or other officer or auditor in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability. Regulation 118 of Table A shall not apply.

NAMES AND ADDRESSES OF SUBSCRIBERS

TR PROPERTY INVESTMENT TRUST PLC
MERMAID HOUSE
2 PUDDLE DOCK
LONDON
EC4V 3AT



Director


PUBLIC LIMITED COMPANY

MICHAEL FREDERICK McGONIGLE
MERMAID HOUSE
2 PUDDLE DOCK
LONDON
EC4V 3AT



COMPANY DIRECTOR

DATED this *Ninth* day of *August* 1989

WITNESS to the above signatures : 

RUTH JUDI FRANCES SAUNDERS

MERMAID HOUSE
2 PUDDLE DOCK
LONDON
EC4V 3AT

CHARTERED SECRETARY

FILE COPY



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

No. 2416030

I hereby certify that

**TRUST UNION PROPERTIES (NUMBER NINETEEN)
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 23 AUGUST 1989

M. Rose
M. ROSE

an authorised officer

G

COMPANIES FORM No. 353

Notice of place where register of members is kept or of any change in that place

353

Note: This notice is not required where the register is and has, since 1 July 1948, always been kept at the Registered Office

Please do not write in this margin

Pursuant to section 353 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

--	--	--	--

2416030

Name of company

* TRUST UNION PROPERTIES (NUMBER NINETEEN) LIMITED
--

* insert full name of company

† delete as appropriate

gives notice that the register of members is ~~now~~† kept at:

MERMAID HOUSE,	Postcode	EC4V 3AT
2, PUDDLE DOCK,		
LONDON		

FOR AND ON BEHALF OF

Touche Remnant Secretarial Services Limited

Signed

Ruth Saunders

[Director][Secretary]† Date 5/10/89

DIRECTOR

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

Touche Remnant Secretarial Services Ltd.,
Mermaid House,
2, Puddle Dock,
London EC4V 3AT.

For official Use
General Section

Post room

RECEIVED
M

G

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 typo, or
bold block lettering

To the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--	--

2416030

Name of company

* TRUST UNION PROPERTIES (NUMBER NINETEEN)
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	0	3
---	---	---	---

5 April
Day Month

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

30 June
Day Month

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

31 December
Day Month

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

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

FOR AND ON BEHALF OF

Touche Remnant Secretarial Services Limited

Signed *Ruth Anderson*

Designation: SECRETARY

Date 14/9/89

.....DIRECTOR

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

Touche Remnant Secretarial Services Limited
Mermaid House,
2, Puddle Dock, London, EC4V 3AT

For official Use
General Section

Post room

14 SEP 1989

Company No : 2416030

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

OF

TRUST UNION PROPERTIES (NUMBER NINETEEN) LIMITED

25 JANUARY 1991

At the Annual General Meeting of the members of the above Company duly convened and held at Mermaid House, 2 Puddle Dock, London EC4V 3AT on 25 January 1991, the subjoined Resolutions were duly passed as Elective Resolutions in accordance with Section 379A of the Companies Act 1985.

ELECTIVE RESOLUTIONS

1. "THAT pursuant to Section 252 of the Companies Act 1985 the requirement to lay accounts before the Company in general meeting be dispensed with."
2. "THAT pursuant to Section 366A of the Companies Act 1985 the requirement to hold an annual general meeting be dispensed with."
3. "THAT pursuant to Section 386 of the Companies Act 1985 the requirement to appoint auditors annually be dispensed with."


CHAIRMAN



Company No : 2416030

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

TRUST UNION PROPERTIES (NUMBER NINETEEN) LIMITED

25 JANUARY 1991

At the Annual General Meeting of the members of the above Company duly convened and held at Mermaid House, 2 Puddle Dock, London, EC4V 3AT on 25 January 1991, the subjoined Resolution was duly passed as a Special Resolution in accordance with Section 252 of the Companies Act 1985.

SPECIAL RESOLUTION

"THAT in pursuance of the provisions of Section 252 of the Companies Act 1985 the requirement to appoint auditors as specified in Section 384 of the said Act be and is hereby excluded AND THAT in consequence thereof Auditors shall not be re-appointed."

M. Dale.

SECRETARY

