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COMPANIES FORM No. 12

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

12

Please do not
write in
this margin

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

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

To the Registrar of Companies
(Address overleaf)

For official use

For official use

Name of company

* QUIETGROVE LIMITED

* insert full
name of Company

I, DAVID LEWIS on behalf of SEVERNSIDE SECRETARIAL LIMITED
of 193/195 CITY ROAD,
LONDON,
EC1V 1JN

† delete as
appropriate

do solemnly and sincerely declare that I am a [Solemnly making the declaration 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 126/127 CLIFTON STREET,
ROATH,
CARDIFF

Declarant to sign below

the 20th day of August

One thousand nine hundred and ninety-two

before me

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

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

SEVERNSIDE COMPANY SERVICES
21-27 CITY ROAD,
CARDIFF,
CF2 3BJ.

For official Use

New Companies Section

Post room



COMPANIES HOUSE

10

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

This form should be completed in black.

Company name (in full)

CN

2743328

For official use

D

QUIETGROVE LIMITED

Registered office of the company on
incorporation.

RO

21/27 CITY ROAD,

Post town CARDIFF,

County/Region SOUTH GLAMORGAN

Postcode CF2 3BJ.

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.

X

Name SEVERNSIDE COMPANY SERVICES

RA

21/27 CITY ROAD,

Post town CARDIFF,

County/Region SOUTH GLAMORGAN,

Postcode CF2 3BJ.

Number of continuation sheets attached

0

To whom should Companies House
direct any enquiries about the
information shown in this form?

(AS AGENT ABOVE)

Postcode

Telephone (0222) 461201

Extension

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth
incorporation

Business occupation

Other directorships

* Voluntary details

Consent signature

CS

SEVERNSIDE SECRETARIAL LIMITED

N/A

N/A

N/A

N/A


AD 193/195 CITY ROAD,

Post town LONDON,

County/Region

Postcode EC1V 1JN Country UK

I consent to act as secretary of the company named on page 1

Signed  Date 20.8.92

on behalf of the company

CD

SEVERNSIDE NOMINEES LIMITED

N/A

N/A

N/A

N/A

AD 193/195 CITY ROAD,

Post town LONDON,

County/Region

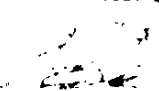
Postcode EC1V 1JN Country UK

DO 1 6 0 4 9 2 Nationality **NA**

OC PRIVATE LIMITED COMPANY

OD NONE

I consent to act as director of the company named on page 1

Signed  Date 20.8.92

on behalf of the company

(See notes 1 - 5)

* *Style/Title

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CD

AD

Post town

County/Region

rjstcode

Country

DO

Nationality

NA

OC

OD

I consent to act as director of the company named on page 1

Signed

Date _____

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers

Date 20.8.92

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

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

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Sinnad

THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES

2743328

MEMORANDUM OF ASSOCIATION

- OF -

QUIETGROVE LIMITED



1. The name of the Company is QUIETGROVE LIMITED
2. The registered office of the Company will be situate in England and Wales.
3. The objects for which the Company is established are:-

(A) To carry on all or any of the businesses of importers, exporters, wholesalers, retailers, manufacturers' agents and representatives, commission agents, buyers, sellers, packers, distributors, hauliers, transporters and shippers of all articles of commercial, manufacturing, personal and household use and consumption, all raw materials, manufactured goods, materials, provisions and general produce: to carry on all or any of the businesses as financiers and as consultants, principals, agents and brokers in all fields of commercial, industrial and personal finance; to undertake all business transactions and operations commonly undertaken or carried on by confirming houses, financiers, financial agents, hire purchase financiers and industrial bankers; to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to create establish and maintain an organisation for the purchase, sale, vending, distribution, advertisement or introduction of products, merchandise, goods, wares and commodities of every description, proprietors and operators of showrooms for the sale and disposal of goods, wares and merchandise of all kinds; to carry on all or any of the businesses of general storekeepers and warehousemen, packing and removal proprietors, depository proprietors, discount and credit traders and mail order specialists; to manufacture, buy, sell and deal in all plant, machinery, articles, commodities, produce and things required for or capable of being used in connection with the above mentioned businesses or any of them or likely to be required by any of the customers of or persons having dealings with the Company.

93097

(B) To carry on any other business which may in the opinion of the Board of Directors be advantageously carried on by the Company.

(C) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrender of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects; and to erect, pull down, repair, alter, develop, or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.

(D) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.

(E) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.

(F) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.

(G) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient

(H) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.

(I) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person (including but without prejudice to the generality of the foregoing) the holding company of the Company

or any company which is a subsidiary of such holding company within, in each case, the meaning of Section 736 and Section 736(A) of the Companies Act 1985 (the "Act") as amended by the Companies Act 1989, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint venture arrangement with any person, persons, firm or company.

(J) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.

(K) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants and other negotiable documents.

(L) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of, any other company or corporation.

(M) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

(N) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

(O) To promote, or aid in the promotion of, any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.

(P) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependants or connections of such persons and to grant pensions and allowances to any such persons.

(Q) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for, or make payments to, or for the benefit of, Directors and ex-Directors of the Company or their dependants or connections.

(R) To distribute any property of the Company in specie among the Members.

(S) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into 100 shares of £1 each with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise as the Articles of Association may from time to time prescribe.

We, the several persons whose Names and Addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS	Number of shares taken by each subscriber
------------------------------------	---

SEVERNSIDE SECRETARIAL LIMITED
193/195 City Road,
London,
EC1V 1JN.
(Signed by an officer of the Company)

ONE

SEVERNSIDE NOMINEES LIMITED
193/195 City Road,
London,
EC1V 1JN.
(Signed by an officer of the Company)

ONE

DATED the 1st day of August, 1992.

WITNESS to the above Signatures:-

Philip Wilson
21/27 City Road,
Cardiff,
CF2 3BJ.

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

QUIETGROVE LIMITED

PRELIMINARY

1(A) 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 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

1(B) Any reference in these Articles to "the Act" shall mean the Companies Act 1985 as amended or extended by any other enactment or any statutory re-enactment thereof.

PRIVATE COMPANY

2. The Company is a private company within the meaning of the Companies Act 1985.

ALLOTMENT OF SHARES

3. The Directors of the Company are generally authorised for the purposes of Section 80 of the Act to allot, grant options over or otherwise deal with or dispose of the original shares in the capital of the Company at the date of its incorporation to such persons at such times and on such conditions as they think fit, subject to the provisions of that Section and Article 4 hereof and provided that no shares shall be issued at a discount. In accordance with Section 91 of the Act Sections 89(1) and 90(1) to 90(6) of the Act shall not apply to the Company.

4. The general authority conferred on the Directors by regulation 3 of these Articles shall extend to all relevant securities (as defined by Section 84 of the Act) in the capital of the Company at the date of its incorporation during the period of five years from the date upon which the Company was incorporated but the Directors may, after the authority has expired, allot any shares in pursuance of an offer or agreement so to do made by the Company before the authority expired. The authority may be renewed varied or revoked by the Company in General Meeting.

SHARES

5. The Company shall 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.

6. 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."

7. Regulation 3 in Table A shall not apply to the Company and subject to the provisions of Chapter VII of Part V of the Act the Company may:-

(a) with the sanction of an Ordinary Resolution issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder.

(b) purchase its own shares (including any redeemable shares).

(c) make a payment in respect of the redemption or purchase, under Sections 159, 160 or 162 of the Act and the relevant power (a) or (b) above, of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares to the extent permitted by Sections 170, 171 and 172 of the Act.

TRANSFER OF SHARES

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

9. Clause 8 of these Articles shall not apply to any transfer to a person who is already a Member of the Company.

10. A Member desiring to transfer shares otherwise than to a person who is already a Member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the Member giving such notice may dispose of such shares or any of them to Members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a Member or Members willing to purchase all such shares, the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

11. The instrument of transfer of any share shall be executed by or on behalf of the transferor who shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

GENERAL MEETINGS

12. Every notice convening a General Meeting shall comply with the provisions of Section 372 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 Auditor for the time being of the Company.

13. Regulation 41 in Table A shall be read and construed as if the words, "and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved" were added at the end.

DIRECTORS

14.(a) The first Director or Directors of the Company shall be the person or persons named as the first Director or Directors of the Company in the statement delivered under Section 10 of the Act.

(b) The number of the Directors shall be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one, a sole Director shall have the authority to exercise all the powers and discretions conferred by Table A or these Articles and expressed to be vested in the Directors generally and Regulation 89 in Table A shall be modified accordingly.

(c) A Director shall not require any share qualification but shall nevertheless be entitled to attend and speak at any General Meeting of the Company or at any separate class meeting of the holders of any class of shares of the Company.

(d) Regulation 64 in Table A shall not apply to the Company.

ALTERNATE DIRECTORS

15.(a) An alternate Director shall not be entitled as such to receive any remuneration from the Company except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but shall otherwise be subject to the provisions of these Articles with respect to Directors. An alternate Director shall during his appointment be an Officer of the Company and shall not be deemed to be an agent of his appointor. Regulation 66 in Table A shall be modified accordingly.

(b) A Director or any other person may act as an alternate Director to represent more than one Director and an alternate Director shall be entitled at meetings of the Directors, or any committee of the Directors, to one vote for every Director whom he represents in addition to his own vote (if any) as a Director.

BORROWING POWERS

16. The Directors may exercise all the powers of the Company to borrow money without limit as to the amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and, subject (in the case of any security convertible into shares) to Sections 80 and 380 of the Act to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

PROCEEDINGS OF DIRECTORS

17. Subject to the provisions of Section 317 of the Act, Regulation 94 in Table A shall not apply to the Company and a Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum present at any meeting when any such contract or arrangement is under consideration.

18. It shall not be necessary for Directors to sign their names in any book which may be kept for the purpose of recording attendance at meeting.

DISQUALIFICATION OF DIRECTORS

19. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and Regulation 81 of Table A shall be modified accordingly.

ROTATION OF DIRECTORS

20. The Directors shall not be required to retire by rotation nor shall the Directors or any of them be required to retire from office at the first annual general meeting and Table A shall be modified accordingly.

THE SEAL

21. If the Company has a seal it shall be used only with the authority of the Directors or of a committee of the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 in Table A shall not apply to the Company.

INDEMNITY

22.(a) Regulation 118 in Table A shall not apply to the Company. Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution and discharge 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 Sections 144 or 727 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) The Directors shall have power to purchase and maintain at the expense of the Company an insurance policy for any Director (including an alternate Director), Officer or Auditor of the Company against any such liability as is referred to in Section 310(1) of the Act.

NAMES AND ADDRESSES OF SUBSCRIBERS

SEVERNSIDE SECRETARIAL LIMITED
193/195 City Road,
London,
EC1V 1JN.

(Signed by an officer of the Company)



SEVERNSIDE NOMINEES LIMITED
193/195 City Road,
London,
EC1V 1JN.

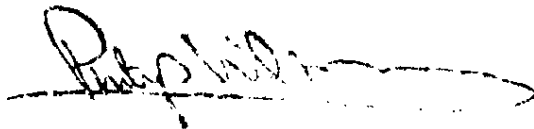
(Signed by an officer of the Company)



DATED the 1st day of August, 1992.

WITNESS to the above Signatures:-

Philip Wilson
21/27 City Road,
Cardiff,
CF1 3BJ.





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

No. 2743328

I hereby certify that

QUIETGROVE 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 27 AUGUST 1992

an authorised officer

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- OF -

QUIETGROVE LIMITED

Passed on the 25th day of September, 1992

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at the Registered Office of the Company on the above date the following SPECIAL RESOLUTION was duly passed :-

That clause 3(A) of the Memorandum of Association be deleted and replaced by the following:-

(A) To carry on all or any of the businesses of property dealers, developers, investors, letters and managers; to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights privileges, lands, buildings, leases, underleases and other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, let, sell or dispose of the same; and to vary any of the investments of the Company, construct, reconstruct, alter, improve, decorate, furnish and maintain offices, houses, flats, apartments, service suites, hotels, shops, factories, warehouses, buildings, garages, works and conveniences of all kinds, to finance building operations of every description; and to manage any land, buildings, or other property as aforesaid, whether belonging to the Company or not, and to collect rents and income; to carry on business as proprietors of accommodation agencies and to supply to tenants and persons having dealings with the company catering and other services and all conveniences and amenities commonly required therewith; to acquire and take over businesses or undertakings of all kinds, and to carry on, or dispose of, remove or put an end to the same or otherwise deal with the same as may seem expedient; and to carry on all or any of the businesses of building and civil engineering contractors, land, estate and property developers, repairers and jobbers, estate agents and managers, mortgage and insurance brokers and agents, surveyors valuers and auctioneers, general farmers, builders' merchants, plant hire specialists and contractors, merchants of, and dealers in plant, machinery, vehicles and appliances of all kinds, painters, decorators and plumbers, haulage and transport contractors, electricians and general engineers.

CHAIRMAN

Malvern & Co.

CHARTERED ACCOUNTANTS

3143.20
TENNYSON HOUSE
100 GOSWELL PORTLAND STREET
LONDON W1N 5ED
TEL 071 680 0923 (5 LINES)
071 807 4874 (5 LINES)
FAX 071 637 2906

OUR REF
YOUR REF

The Directors
Quietgrove Limited
7 The Drive
Hove
Sussex

BN3 3JS

31 January 1994

Dear Sirs,

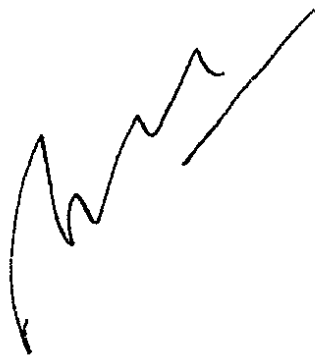
Re: Quietgrove Limited

We hereby tender our resignation as auditors of your company with immediate effect.

We confirm we are not aware of any matters that need to be brought to the attention of the creditors or shareholders in connection with our resignation, notwithstanding, we were appointed to hold office up to the conclusion of the Annual General Meeting for 1994.

Yours faithfully,

Malvern & Co



Registered to carry on audit work and authorised to carry on investment business by the Institute of Chartered Accountants in England and Wales

W RONALD MALVERN FCA RAYMOND KEENE FCA