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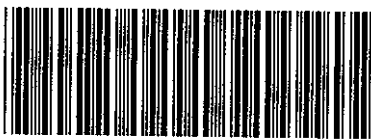
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3296761

The Registrar of Companies for England and Wales hereby certifies that
STANBOROUGH MANAGEMENT LIMITED

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

Given at Companies House, Cardiff, the 27th December 1996



N03296761L

P. A. Morgan
P.A.MORGAN (MRS)

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B



Please complete in typescript,
or in bold black capitals.

12

Declaration on application for registration

Company Name in full

STANBOROUGH MANAGEMENT LIMITED



F012001J

I,

JEREMY RICHARD ffOLLIOTT SORRELL

of

81/83 High Road, Wood Green, London N22 6BE

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 of the Companies Act 1985][†] and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835.

Declarant's signature

Declared at

18 Turnpike Lane London N8

the

THIRD

day of

DECEMBER

One thousand nine hundred and ninety

SIX

† Please print name.

before me

SHOAIB ALI

SHOAIB ALI
Solicitor
18 Turnpike Lane
London N8 0PT

Signed

Date

3rd. Dec. 96

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

CRAIGEN WILDERS & SORRELL

81/83 High Road, Wood Green, London N22 6BE

Tel 0181 888 2255

DX number 34700

DX exchange WOOD GREEN (2)



A21 *A16PSRMS* 349
COMPANIES HOUSE 19/12/96

Form revised March 1995

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



COMPANIES HOUSE

Please complete in typescript,
or in bold black capitals.

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

10

Company Name in full



F010001H

STANBOROUGH MANAGEMENT LIMITED

J. Simpson

Proposed Registered Office

(PO Box numbers only, are not acceptable)

10 THE HOLLIES, GREAT NORTH ROAD,

Post town

STANBOROUGH, WELWYN GARDEN CITY

County / Region

HERTFORDSHIRE

Postcode

AL8 7TA

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

Agent's Name

CRAIGEN WILDERS & SORRELL

Address

81/83 High Road, Wood Green, London N22 6BE

Post town

WOOD GREEN

County / Region

GREATER LONDON

Postcode

N22 6BE

Number of continuation sheets attached

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

AS ABOVE

Tel 0181 888 2255

DX number 34700 DX exchange WOOD GREEN (2)



A21 *A16PTRMT* 350
COMPANIES HOUSE 19/12/96

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or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

STANBOROUGH MANAGEMENT LIMITED

NAME

*Style / Title

MR

*Honours etc

* Voluntary details

Forename(s)

JOHN DENNIS

Surname

BRIGDEN

Previous forename(s)

Previous surname(s)

Address

10 THE HOLLIES, GREAT NORTH ROAD, WELWYN GARDEN CITY

Usual residential address

For a corporation, give the registered or principal office address.

Post town

WELWYN GARDEN CITY

County / Region

HERTFORDSHIRE

Postcode

AL8 7TA

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

MR

*Honours etc

Forename(s)

JOHN DENNIS

Surname

BRIGDEN

Previous forename(s)

Previous surname(s)

Address

10 THE HOLLIES AS ABOVE

Usual residential address

For a corporation, give the registered or principal office address.

Post town

Welwyn Garden City

County / Region

Hertfordshire

Postcode

AL8 7TA

Country

Day Month Year

Date of birth

05

05

1952

Nationality

British

Business occupation

BETTING OFFICE SUPERVISOR

Other directorships

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

Consent signature

Date

Directors (continued) (see notes 1-5)

NAME	*Style / Title	MISS		*Honours etc	----- BSc	
* Voluntary details	Forename(s)	JANET ANN				
	Surname	SIMPSON				
	Previous forename(s)	-----				
	Previous surname(s)	-----				
Address	7 THE HOLLIES,					
Usual residential address	GREAT NORTH ROAD,					
For a corporation, give the registered or principal office address.	Post town	WELWYN GARDEN CITY				
	County / Region	HERTFORDSHIRE	Postcode	AL8 7TA		
	Country					
	Date of birth	Day	Month	Year	Nationality	British
		30	08	1961		
	Business occupation	STOCK CONTROL MANAGER				
	Other directorships	NONE				
I consent to act as director of the company named on page 1						
Consent signature	X	J Simpson	X	Date	X	25 November 1996

This section must be signed by						
Either						
an agent on behalf of all subscribers		Signed	J Simpson No. 6	Date	X 25 November 1996	
Or the subscribers		Signed	[Signature] No. 10	Date	27/11/96	
(i.e those who signed as members on the memorandum of association).		Signed	[Signature] No. 2	Date	12/12/96	
		Signed	J. W. COLE No. 3	Date	3.12.96	
		Signed	P. Stenhouse No. 4	Date	12/12/96	
		Signed	D. Dene No. 5	Date	30/11/96	
		Signed	C. J. Baker No. 8	Date	7/12/96	

Richard McGregor No. 9
PP
[Signature] No. 1

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years**, when the person was a director, **was:**
 - dormant,
 - a parent company which wholly owned the company making the return,
 - a wholly owned subsidiary of the company making the return, or
 - another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

3296761

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

355379

STANBOROUGH MANAGEMENT LIMITED

1. The Company's name is STANBOROUGH MANAGEMENT LIMITED

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

3. The Company's objects are:-

(A) To acquire, hold, manage, maintain, administer and deal with certain land and buildings and the common roads, pathways and gardens adjacent and belonging thereto (hereinafter called "the Property") situate at The Hollies, Great North Road, Welwyn Garden City, Hertfordshire and to layout, provide for and maintain in good order the Property and to provide such renewals and additions as may from time to time become necessary to maintain and improve the amenities of the Property, including making contributions to communal garden areas, placing and maintaining of policies of insurance in respect of all parts of the Property against loss or damage by fire, storm or tempest or special perils normally included in the Property Owners Liability Policies and the placing and maintaining of policies of insurance against all Third Party Claims and all such other policies of insurance as shall be considered necessary or desirable or fit.

(B) To do all or any of the works or things following, that is to say, all works and things requisite, necessary, convenient or desirable for providing lighting and heating facilities for and supplying electricity, gas, water and all other services and amenities to the Property and for paying the rates and taxes including water rates (if any) and all other outgoings of whatsoever nature charged, assessed or payable thereon or on any part thereof and for engaging gardeners and other employees to provide amenities and services for the Property and the Residents thereof.

(C) To enter into leases, deeds, covenants and other instruments whereby the Company may or shall assume liabilities and responsibilities for carrying out obligations of all kinds of or in connection with the Property and the Residents thereof.

(D) To manage, administer and deal with land and buildings whether belonging to the Company or not and to collect rents and income and provide and supply to or for owners and occupiers of land or buildings, services and goods of all kinds.

(E) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property which may be deemed necessary, convenient or desirable for any of the purposes of the Company.

(F) To construct, alter and maintain any buildings or works necessary or convenient or desirable for any of the purposes of the Company or for the use of or as an amenity for the Property or the Residents thereof.

Doc 1566952
Doc 83622.12

- 1 -

- (G) To take any gift or any real or personal property for any one or more of the objects of the Company whether or not subject to any special trust or condition.
- (H) To borrow and secure the payment of money in such manner as the Company may think fit.
- (I) To undertake and execute any trust or agency business (whether gratuitously or otherwise) the undertaking whereof may seem desirable whether as being convenient for or conducive to any of the objects of the Company or as being a convenient or amenity for the Property or for the Residents thereof.
- (J) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (K) To carry on all or any of the following businesses namely, builders and contractors, carpenters, decorators, gardeners, engineers, merchants of and dealers in stone, sand, lime, bricks, timbers, iron, steel, hardware, paint and other building or decorating requisites, electrical, heating, refrigerating and sanitary equipment, house and estate agents and insurance agents.
- (L) To sell, let or dispose of all or any of the property of the Company.
- (M) To enter into and make and be party to and accept such covenants and agreements in relation to or in connection with the Property or any other land or personal property as the Company may think fit.
- (N) To carry on any other trade or business or undertake any obligations, duties and responsibilities whatsoever which can in the opinion of the Company be advantageously carried on or undertaken by the Company in connection with or ancillary to any of the above objects.
- (O) To do all such other things as are incidental to or conducive to the attainment of the above objects or any of them.
- (P) To do all or any of the things hereinbefore authorised either alone or in conjunction with or as trustee or agent for others or by or through trustees or managing agents and either with or without the intention or object of profit and whether gratuitously or otherwise.

PROVIDED ALWAYS that the objects set forth in any sub-clause of this Clause shall not, except when the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of any sub-clause or by the name of the Company. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary to the objects mentioned in the first sub-clause but the Company shall have full power to exercise all or any of the powers conferred by any parts of this Clause notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this Clause.

4. The liability of the Members is limited.


5. The income and profits of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in the Memorandum of Association and no portion thereof shall be paid


or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever (other than as aforesaid) by way of profit to Members of the Company; provided that nothing herein shall prevent the payment in good faith of reasonable remuneration to any Director or servant of the Company, or to any Member of the Company, in return for any services actually rendered to the Company.

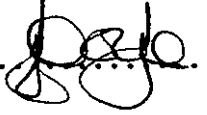
6. The Share Capital of the Company is £250 divided into 1 Management Share of £25 and 9 Ordinary Shares of £25 1 each.


WE, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.


NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	SIGNATURES OF OWNERS	SIGNATURES, NAMES & ADDRESS OF WITNESS	NUMBERS OF SHARES TAKEN BY EACH SUBSCRIBER
--	-------------------------	--	--

SANCTUARY HOUSING Flat 1, The Hollies, Great North Road, Welwyn Garden City, Hertfordshire		<i>Share</i> SANCTUARY HOUSING ASSOCIATION	ONE ORDINARY SHARE
	DATED: 2/11/94	2/11/94	

DONNA SEIT SHIMS Flat 2, The Hollies, Great North Road, Welwyn Garden City, Hertfordshire		<i>Donna P. Shims 81/83 High Rd, Wood Green, N22 6BE</i>	ONE ORDINARY SHARE
	DATED: 23.1.95	23.1.95	

JOHN COYLE Flat 3, The Hollies, Great North Road, Welwyn Garden City, Hertfordshire		<i>Donna P. Shims (as above)</i>	ONE ORDINARY SHARE
	DATED: 17.12.94		

P. ENEVER & D. CONNELLY Flat 4, The Hollies, Great North Road, Welwyn Garden City, Hertfordshire		<i>Donna P. Shims (as above)</i>	ONE ORDINARY SHARE
	DATED: 27/11/94		

<i>8</i> <i>11</i> D. DEWRANCE & J. GOTT P. H. AGASS & K. AGASS Flat 5, The Hollies, Great North Road, Welwyn Garden City, Hertfordshire		<i>Donna P. Shims (as above)</i>	ONE ORDINARY SHARE
	DATED: 27.11.94	27.11.94	

Richard I. McCreary
BRADFORD & BINGLEY
BUILDING SOCIETY, Ltd.
Flat 6,
The Hollies,
Great North Road,
Welwyn Garden City,
Hertfordshire

DATED: 26/2/95

Dono P. Shano
81/83 High Rd.
Wood Green, N22 6BE

ONE ORDINARY SHARE

JANET A. SIMPSON
Flat 7,
The Hollies,
Great North Road,
Welwyn Garden City,
Hertfordshire

DATED: 26/2/95

Dono P. Shano
(as above)

ONE ORDINARY SHARE

COLIN J. BAKER
Flat 8,
The Hollies,
Great North Road,
Welwyn Garden City,
Hertfordshire

DATED: 4/3/95

Dono P. Shano
(as above)

ONE ORDINARY SHARE

GARY D. HEWISH
Flat 9,
The Hollies,
Great North Road,
Welwyn Garden City,
Hertfordshire

DATED: 28/1/95

Dono P. Shano
(as above)

ONE ORDINARY SHARE

JOHN D. BRIDGEN
Flat 10,
The Hollies,
Great North Road,
Welwyn Garden City,
Hertfordshire

DATED: 25/10/96

Dono P. Shano
(as above)

ONE MANAGEMENT SHARE

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

STANBOROUGH MANAGEMENT LIMITED

PRELIMINARY

1. Subject as hereinafter provided the Regulations incorporated in Table A set out in the Schedule to The Companies (Tables A to F) Regulations 1985 shall apply to the Company.

2. Regulations 2 to 24 (inclusive) 30, 32, 33, 35, 37, 38, 44, 46, 47, 49, 57, 64 to 69 (inclusive), 73 to 80 (inclusive), 84, 87, 94 to 97 (inclusive), 102 to 110 (inclusive), shall not apply to the Company but the regulations hereinafter contained together with the remaining regulations of Table A shall, subject to the modifications hereinafter expressed, constitute the regulations of the Company.

3. The Company is a private Company within the meaning of the Act.

INTERPRETATION

4. In these regulations:-

"The Property" means:

The Hollies, Great North Road, Welwyn
Garden City, Hertfordshire

"Owner" means:

any person who is for the time being
registered or entitled to be registered
at Her Majesty's Land Registry as the
Lessee of any flat forming part of the
Property

Expressions referring to writing shall, unless a contrary intention appears, be construed as including reference to print, lithography, photography and other modes of representing or reproducing words in a visible form.

5. In Regulation 1 of Table A there shall be inserted before the words "office" and "secretary" the word "the" and between the words "regulations" and "the Act" the words "and in any regulations adopting in whole or in part the same".

SHARE CAPITAL AND VARIATION OF RIGHTS

6. (A) The Share Capital of the Company at the date hereof is £250 divided into 1 Management Share of £25 and 9 Ordinary Shares of £25 each

(B) The Management Share to which the provisions of Regulation 10 apply, shall be issued only to a subscriber

(C) Save for shares issued to the subscribers each issued share in the capital of the Company shall relate to a different flat forming part of the Property and the Directors shall by resolution determine on the date of issue of any new share the flat to which such share relates.

(D) Upon transfer of any of the subscribers' shares to an Owner the

Directors shall by resolution determine the flat to which each such subscriber's share relates.

7. No share shall be issued to a subscriber and no share other than a subscribers' share shall be allotted to any person unless and until payment in full for such share so issued or allotted has been received by the Company.

8. For the purposes of Section 80 of the Act the Directors shall have authority to allot any unissued shares in the Share Capital of the Company specified in Regulation 6(a) at such times as they think proper within a period of five years from the date of incorporation of the Company subject to these Regulations. The Company may by Ordinary Resolution at any time renew this authority subject to the provisions of the Act. No share, other than the shares agreed to be taken by the subscribers, shall be issued to any person who is not the owner of the flat to which the share relates in accordance with Regulation 6(c).

9. In accordance with Section 91 of the Act Sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company.

10. Until such time as all flats comprised in the Property have been sold subject to leases for terms of not less than 99 years the holder of the Management Share shall be the only person entitled to vote at any Meeting of the Company.

Upon completion of the sale of the last such flat the Management Share shall be transferred to the Owner thereof and upon registration of the Owner as holder of such share:-

- (i) the Management Share shall thereupon be converted into an Ordinary Share and
- (ii) each Ordinary Share shall have attached thereto the right to vote at any Meeting of the Company

11. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these Regulations or by law otherwise provided) any other rights in respect of any shares except an absolute right to the entirety thereof in the registered holder.

12. Every person whose name is entered as a member in the register of members shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for each of one of his shares. Every certificate shall be under the seal and shall specify the share to which it relates and the amount paid up thereon. Provided that in respect of a share held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

13. If a share certificate be defaced, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and the payment of a such fee as may be determined by Special Resolution.

14. The Company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the company or in its holding company.

LIEN

15. The Company shall have a first and paramount lien on all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders for all moneys presently payable by him or his estate to the Company: but the Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this Regulation.

TRANSFER OF SHARES

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

17. Subject to such of the restrictions of these Regulations as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the Directors may approve.

18. The Directors shall refuse to register a transfer of any share if the transferee is not the owner of the flat to which the share relates in accordance with Regulation 6 but shall otherwise register such transfer provided:-

(A) the instrument of transfer is accompanied by the certificate of the share to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and

(B) the consideration for the transfer does not exceed the amount paid upon the share.

TRANSMISSION OF SHARES

19. Any person becoming entitled to a share in consequence of the death of bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy, as the case may be. The provisions of this regulation shall apply to any person becoming entitled to a share in consequence of the merger or consolidation of any member being a corporation as they apply to any person becoming entitled to a share in consequence of the death or bankruptcy of a member.

20. If the person so becoming entitled shall elect to be registered himself, he shall deliver or sent to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of

these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.

21. The Directors may at any time give notice requiring any person becoming entitled to a share in consequence of the death or bankruptcy of a member to elect either to be registered himself or to transfer the share, and if the notice is not complied with within 30 days the Directors may thereafter withhold payment of all monies payable in respect of the share until the requirements of the notice have been complied with. Regulation 31 of Table A shall be modified accordingly.

22. The Directors may at any time by notice in writing require any member within such reasonable time as is specified in the notice to indicate in writing the capacity in which he holds any share in the capital of the Company and if he holds such share otherwise than as beneficial owner, to indicate in writing so far as it lies within his knowledge the persons who have an interest in such share (either by name and address or by other particulars sufficient to enable those persons to be identified) and the nature of their interest.

ALTERATION OF CAPITAL

23. The Company may from time to time by Special Resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

24. The Company may by Special Resolution:-

(A) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(B) sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association subject, nevertheless to the provisions of Section 61(1)(d) of the Act;

(C) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

GENERAL MEETINGS

25. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Directors shall appoint.

26. The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisitions, or in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

27. An annual general meeting and a meeting called for the passing a Special Resolution shall be called by twenty one days' notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the regulations of the Company, entitled to receive such notices from the Company.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Regulation, be deemed to have been duly called if it is so agreed:-

(A) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and

(B) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.

28. In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend, and, on a poll, vote instead of him and that such proxy need not also be a Member.

29. Proxies may be deposited at the Registered Office of the Company at any time before the time of the Meeting for which they are to be used unless otherwise specified in the notice convening such Meeting. Regulation 62 of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

30. 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, the election of Directors in the place of those retiring and the appointment of and the fixing of the remuneration of, the Auditors.

31. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any member present in person or by proxy and entitled to vote. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried (whether unanimously or by a particular majority) or lost and an entry to that effect made in the book containing the minutes of the proceedings of the meeting shall be conclusive evidence of the fact without proof of the number of proportion of votes recorded in such vote.

32. Except as provided in Regulation 31, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll

shall be deemed to be the resolution of the meeting at which the poll was demanded.

DIRECTORS

33. The first Directors of the Company shall be the persons named in the statement delivered under Section 10 of the Act.

34. Unless and until otherwise determined by the Company in General Meeting there shall be no maximum number of Directors and the minimum number of Directors shall be two.

35. No person who is not a member of the Company shall be eligible to hold office as a Director. The office of a Director shall be vacated upon the execution of a transfer of a share held by such Director as the owner of a flat forming part of the Property. Regulation 81 of Table A shall be modified accordingly.

36. Subject as aforesaid 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.

37. Subject as aforesaid 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.

BORROWING POWERS

38. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock or any other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

Provided that the amount for the time being remaining undischarged of moneys borrowed or secured by the Directors as aforesaid (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not at any time, without the previous sanction of the Company in General Meeting, exceed in any year twice the total amount of service charge levied by the Company on all of the occupants of the Property during the preceding year, but nevertheless no lender or other person dealing with the Company shall be concerned to see or inquire whether this limit is observed. No debt incurred or security given in excess of such limit shall be invalid or ineffectual except in the case of express notice to the lender or the recipient of the security at the time when the debt was incurred or security given that the limit hereby imposed had been or was thereby exceeded.

POWERS AND DUTIES OF DIRECTORS

39. A Director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in Section 346 of the Act or otherwise) in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the Company or in which the Company is otherwise interested, shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 317 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract, transaction or arrangements (whether actual or

proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.

ACCOUNTS


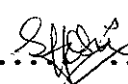
40. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document or the Company except as conferred by statute or by the terms of the lease of his flat or authorised by the Directors or by the Company in general meeting.

NAMES, ADDRESSES
AND DESCRIPTIONS
OF SUBSCRIBERS

SIGNATURES
OF OWNERS

SIGNATURES,
NAMES & ADDRESS
OF WITNESS

SANCTUARY HOUSING
Flat 1,
The Hollies,
Great North Road,
Welwyn Garden City,
Hertfordshire

...............

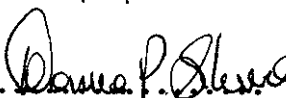
Sanctuary Housing Association
Hatfield Area Office, Suite 14
White Lion House, Town Centre
Hatfield, Herts. AL10 0JL
Tel: 0707 251307 Fax: 0707 261150

DATED: ...2/11/94...

...2/11/94....

DONNA ~~SELF~~ ~~SIMMS~~
Flat 2,
The Hollies,
Great North Road,
Welwyn Garden City,
Hertfordshire

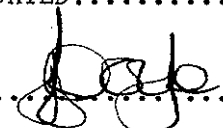
.....D.C. SIMMS.....

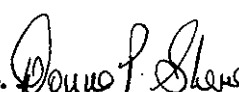
..........
81/83 High Rd Wd Green
N22 6BE

DATED: 23.1.95

23.1.95....

JOHN COYLE
Flat 3,
The Hollies,
Great North Road,
Welwyn Garden City,
Hertfordshire


..........

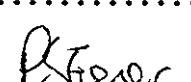
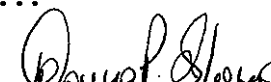
17.12.94..........
As above.

DATED:

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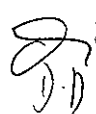
P. ENEVER & D. CONNELLY
Flat 4,
The Hollies,
Great North Road,
Welwyn Garden City,
Hertfordshire

..........
.....D. CONNELLY.....

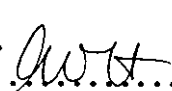
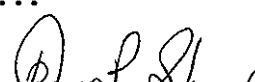
...............
.....P. ENVER..... as above

DATED: 27/11/94

1/12/94.....

 D. DEWRANCE & J. GOTT
~~P.H. AGASS & K. AGASS~~
Flat 5,
The Hollies,
Great North Road,
Welwyn Garden City,
Hertfordshire

.....J. Dewrance.....
.....27/11/94.....

...............
27.11.94... as above

DATED:

.....

RICHARD IMCREGGE
BRADFORD & BINGLEY
BUILDING SOCIETY, Ltd.
Flat 6,
The Hollies,
Great North Road,
Welwyn Garden City,
Hertfordshire

Richard Imcregge

DATED: 15-09-94

Donna P. Sheno
81/83 High Road
Wood Green, N22 6BE

JANET A. SIMPSON
Flat 7,
The Hollies,
Great North Road,
Welwyn Garden City,
Hertfordshire

JA Simpson

Donna P. Sheno
as above

DATED: 26/2/95

COLIN J. BAKER
Flat 8,
The Hollies,
Great North Road,
Welwyn Garden City,
Hertfordshire

C.J. Baker

Donna P. Sheno
as above

DATED: 4/3/95

GARY D. HEWISH
Flat 9,
The Hollies,
Great North Road,
Welwyn Garden City,
Hertfordshire

G.D. Hewish

Donna P. Sheno
as above

DATED: 28/1/95

JOHN D. BRIDGEN
Flat 10,
The Hollies,
Great North Road,
Welwyn Garden City,
Hertfordshire

John D. Bridgen

Donna P. Sheno
as above

DATED: 25/10/96

CRAIGEN, WILDERS & SORRELL

SOLICITORS
AND
COMMISSIONERS FOR OATHS

A. D. M. SORRELL, M.B.E., M.A., LL.M.
J. R. H. SORRELL
R. N. H. SORRELL, LL.B.
ANDREA SORRELL, LL.B.

TELEPHONE
0181-888 2255

81-83 HIGH ROAD,
WOOD GREEN,
LONDON, N22 6BE

FAX: 0181-881 5080

DX: 34700 WOOD GREEN (2)

PLEASE QUOTE
AS.DS.DMT

15th November 1996

The Manager,
Companies House,
Crown Way,
D.X.NO: 33050,
CARDIFF (1)

Dear Sir,

Re: Incorporation of "The Hollies Management Limited"

We enclose, for your kind attention, the following:-

1. Form 10 appropriately completed and signed
2. Form 12 appropriately completed and signed
3. Memorandum and Articles of Association appropriately signed and witnessed
4. Cheque for £20.00 representing the fee in accordance with the Fees Regulations Amendment Order.

We look forward to hearing from you in due course with the Corporation Certificate.

Yours faithfully,
CRAIGEN WILDERS & SORRELL

