

FILE COPY



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

Company No. 3340509

The Registrar of Companies for England and Wales hereby certifies that
3 BIRKBECK ROAD 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 26th March 1997



N03340509B

E. P. Owen
MRS. E. P. OWEN

For the Registrar of Companies



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

HC007B



COMPANIES HOUSE

12

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full



F012001J

3 BIRKBECK ROAD MANAGEMENT
LIMITED

I, HOWARD THOMAS
of 16 ST JOHN STREET, LONDON, EC1M 4AY

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 11 BREAMS BUILDINGS, LONDON EC4

the 18th day of MARCH
One thousand nine hundred and ninety SEVEN

† Please print name.

before me MARTIN PAUL JOHN STANDEN

Signed

Date 18.3.97

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.

EUROLIFE COMPANY SERVICES LIMITED

Tel 0171 454 0966

DX number 53316 DX exchange CLERKENWELL



KLO *KAYL3U4E* 1945
COMPANIES HOUSE 19/03/97

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



OYEZ

Please complete in
typescript, or in
bold black capitals.

Notes on completion appear on final page.



F0100C10

Proposed Registered Office
(PO Box numbers only, are not acceptable)

**Company
Name in full**

3 BIRKBECK ROAD MANAGEMENT LIMITED

3 BIRKBECK ROAD

Post town

ACTON

County/Region

LONDON

Postcode

W3 6BG

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.

X

Agent's Name

EUROLIFE COMPANY SERVICES LIMITED

Address

16 ST JOHN STREET

Post town

LONDON

County/Region

Postcode

EC1M 4AY

Number of continuation sheets attached.

1

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.

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

[P.T.O.]


10

Company Secretary (see notes 1-5)

Company Name		3 BIRKBECK ROAD MANAGEMENT LIMITED			
*Voluntary details.	NAME	*Style/Title	MS	*Honours etc.	
	Forename(s)	HAZEL ANN			
	Surname	BIRD			
	Previous forename(s)				
	Previous surname(s)				
Address		SECOND FLOOR FLAT			
Usual residential address		3 BIRKBECK ROAD			
For a corporation, give the registered or principal office address.		Post town	ACTON		
	County/Region	LONDON	Postcode	W3 6BG	
	Country				
I consent to act as secretary of the company named on page 1					
Consent signature				Date	23.11.96

Directors (see notes 1-5)

Please list directors in alphabetical order.

NAME		*Style/Title	MS	*Honours etc.	
	Forename(s)	HAZEL ANN			
	Surname	BIRD			
	Previous forename(s)				
	Previous surname(s)				
Address		SECOND FLOOR FLAT			
Usual residential address		3 BIRKBECK ROAD			
For a corporation, give the registered or principal office address.		Post town	ACTON		
	County/Region	LONDON	Postcode	W3 6BG	
	Country				
Date of birth		Day	Month	Year	Nationality
		23	11	1963	BRITISH
Business occupation		LIBRARIAN			
Other directorships		NONE			
I consent to act as director of the company named on page 1					
Consent signature				Date	23.11.96

Company Secretary (see notes 1-5)

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

HOWARD

Surname

THOMAS

Previous forename(s)

Previous surname(s)

Address

50 IRON MILL PLACE

Usual residential address

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

Post town

CRAYFORD

County / Region

KENT

Postcode

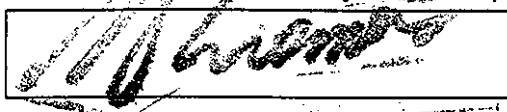
DA1 4RT

Country

ENGLAND

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

Consent signature



Date

18.3.97

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

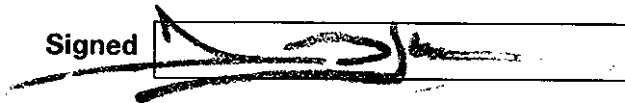
Date

Directors (continued) (see notes 1-5)

NAME	*Style/Title	MS		*Honours etc.	
*Voluntary details.	Forename(s)	MARY BUCHANAN			
	Surname	CAMERON			
	Previous forename(s)				
	Previous surname(s)				
Address	GROUND FLOOR FLAT				
Usual residential address For a corporation, give the registered or principal office address.	3 BIRKBECK ROAD				
	Post town	ACTON			
	County/Region	LONDON	Postcode	W3 6BG	
	Country				
	Date of birth	Day 15	Month 04	Year 1951	Nationality BRITISH
	Business occupation	COUNSELLOR			
	Other directorships	None			
I consent to act as director of the company named on page 1					
	Consent signature	Mary Cameron			Date 23.11.96

This section must be signed byEither
an agent on behalf
of all subscribers

Signed



Date

18.3.97

Or the subscribers
(i.e. those who signed
as members on the
memorandum of
association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

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. Director's 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.

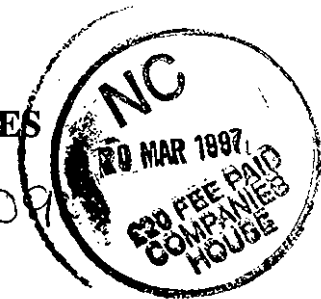
THE COMPANIES ACTS 1985 to 1989
PRIVATE COMPANY LIMITED BY SHARES

Company number: 3340509

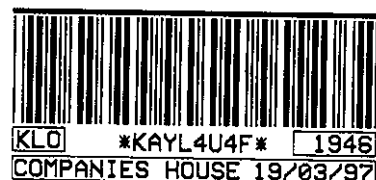
MEMORANDUM OF ASSOCIATION

of
3 BIRKBECK ROAD MANAGEMENT LIMITED

- 1 The Company's name is "3 BIRKBECK ROAD MANAGEMENT LIMITED".
- 2 The Company's registered office is to be situated in England and Wales.
- 3 The Company's objects are:
 - 3.1 To purchase the freehold interest in the land and building known as 3 Birkbeck Road, London W3 6BG and comprising of one block of four flats together with communal areas ancillary thereto ("the Property") and to grant leases of the said flats on such terms as may from time to time seem expedient;
 - 3.2 To act as an association of and for the owners of the leases of the said flats and to manage and administer, repair, decorate, maintain, reconstruct, renew, renovate, and insure the Property as the directors may consider necessary or desirable and to provide and arrange the provision of services to the occupiers of the Property and for those purposes to employ all workmen, contractors, agents and professional advisors as may be necessary or desirable and to enter into leases in order to undertake any such obligations and enter into all contracts and execute all deeds as shall be requisite;
 - 3.3 To sell, let, licence, purchase, take on lease or licence, hire, exchange or otherwise dispose of or acquire any real or personal property of any kind that is appropriate or convenient for the proper discharge or conduct of the business of the Company;
 - 3.4 To borrow or raise money in such manner in such sums and on such terms as the Company shall deem fit and to give any form of security for such sums and guarantee and stand surety for any other company or person to whom money may be lent;
 - 3.5 To lend money to any other company or person upon any terms and to invest the assets of the Company in any form of investment and to place money at interest on any terms or to use such assets in the purchase of any property whether or not income bearing;
 - 3.6 To effect insurance against any risk to which the Company any property belonging to the Company or any person employed by the Company may be subject and to



013386



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effect policies of life assurance in respect of any person in whose life the Company has an insurable interest;

3.7 To pay gratuities, pension and retirement benefits to persons formerly employed by the Company and their wives, husbands and dependents and to pay contributions to any fund established or premiums on any insurance policy effected to provide sickness benefits for employees and such gratuities, pension and retirement benefits;

3.8 To do all such other things as are incidental or conducive to the above objects or any of them.

4 The liability of the members is limited.

5 The share capital of the Company is £4 (four pounds) divided into four shares of £1 each.

6 No person (other than a subscriber to this Memorandum) shall be a member of the Company unless he is a tenant of one of the flats in the Property under a lease granted originally for a term exceeding 21 years. The terms of this clause shall not be altered.

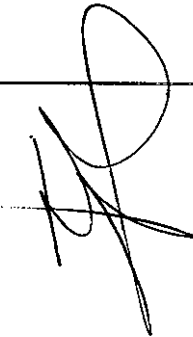
7 The Company shall not have power to declare or pay any dividend or bonus or make any distribution of any assets to the members except on a winding up provided that nothing in this clause shall prevent the payment of proper remuneration or fees to any person employed by or rendering services to the Company nor the payment of interest at a rate not exceeding 10% a year on money lent by a member of the Company.

We, the subscribers of 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.

Name and Addresses of Subscribers


Number of shares taken by each Subscriber

W Tester
16 St John Street
London EC1M 4AJ



One

H THOMAS
16 St John Street
London EC1M 4AJ



One

Dated this 18th day of March 1997

Witness to the above Signatures:-

D J WOOTTON
16 St John Street
London EC1M 4AY



THE COMPANIES ACTS 1985 and 1989
PRIVATE COMPANY LIMITED BY SHARES

Company number:

MEMORANDUM OF ASSOCIATION

of

3. BIRKBECK ROAD MANAGEMENT LIMITED

1 Preliminary

In these Articles

- 1.1 "Flat" means a flat forming part of the Property and "Flats" shall be construed accordingly;
- 1.2 "a Lease" means a lease of a Flat in the Property exceeding 21 years and "the Leases" means all the Leases of Flats in the Property subsisting from time to time;
- 1.3 "Owner" in relation to a Flat means the lessee of that Flat holding under a Lease or a successor in title to such lessee;
- 1.4 "Table" means Table A in the Schedule to the Companies (Tables A - F) Regulations 1985.

2 Application of Table A

Save as varied by or inconsistent with these articles, the regulations in Table A, other than regulations 2-4 inclusive, 8-22 inclusive, 24, 40, 64, 73-75 inclusive, 78-80 inclusive, 102-108 inclusive and 110, shall apply to the Company.

3 Allotment, Transfer and Transmission of Shares

- 3.1 The Company is a private company and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited and the Company shall not have power to issue share warrants to bearer.
- 3.2 Subject as hereinafter provided and to any directions contained in any resolution or resolutions of the Company creating the same, the unissued shares of the Company shall be under the control of the directors who may allot, grant options over or otherwise dispose of the shares. The provisions of sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company. The maximum number of shares which may be allotted pursuant to this authority shall be the entire unissued authorised share capital of the Company and this authority will expire 5 years after the date of incorporation of the Company provided that it may be extended for further periods

of up to five years by ordinary resolution of the Company.

- 3.3 All sums payable to the Company in respect of the allotment of any share (whether as to the nominal value or by way of premium) shall be paid in full on or before the date of the allotment, and no share shall be allotted other than a fully paid up share.
- 3.4 Except as to shares subscribed for by and issued to the subscribers to the Memorandum of Association, no Owner shall be registered as the holder of more than 1 share for each Flat of which he is the Owner and no share shall be allotted to a person other than an Owner. A share allotted to an Owner shall be deemed to be allocated to such Owner's Flat.
- 3.5 Each Owner will retain any share allotted to him whilst he remains an Owner and on ceasing to be an Owner will transfer such share to the new Owner and save and except for the transfer by subscribers of its shares in the Company, a share in the Company shall be transferred only upon or after a change in the ownership of the Flat to which the share has been allocated.
- 3.6 The price to be paid upon the transfer of a share shall, in default of agreement between the transferor and transferee, be its nominal value.
- 3.7 If upon the change of ownership of a Flat the holder of the share allocated to that Flat refuses after being requested in writing so to do by the Secretary of the Company or neglects for a period of one month after the date of such change of ownership to transfer such in accordance with these Articles to the Owner for the time being of that Flat the directors may by resolution appoint some person to transfer such share to the Owner for the time being of such Flat and a transfer by such person shall be effective and the transferee or transferees shall be registered as the holder or holders of such share, and as against the former registered holder and all persons claiming through him, shall be absolutely entitled to the same. The Company may receive the purchase money on the transferor's behalf and give a good receipt therefore.
- 3.8 The directors may in their absolute discretion and without assigning any reason therefore decline to register any transfer of a share but the directors shall not refuse to register any transfer of a share pursuant to Articles 3.5 - 3.7 inclusive.
- 3.9 An instrument of transfer need not be signed by or on behalf of the transferee and in regulation 23 of Table A the words from "and, unless" to the end shall be omitted.

4 Forfeiture of shares

If a Lease "the Former Lease" held by a member is forfeited, surrendered or otherwise comes to an end the directors may at any time after that by resolution forfeit the share or shares held by that member. Any forfeited shares shall be held by at least 2 directors as trustees. When a new Lease is granted demising the same part of the Property as the Former Lease the share or shares forfeited from the tenant under the Former Lease shall be transferred to the tenant under the new Lease and the forfeiture cancelled. Until such transfer the share shall be held for the benefit of all other members.

5 Proceedings of General Meetings

- 5.1 In regulation 59 of Table A the second sentence shall be omitted.
- 5.2 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two members present in person shall be a quorum.

6 Directors

- 6.1 There shall be at least two but no more than four directors.
- 6.2 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with Articles as the maximum number of directors.
- 6.3 No director shall be entitled to any remuneration from the Company. Directors may be reimbursed the amount of necessary expenses incurred in the exercise of their office if authorised by the Company in general meeting.
- 6.4 A director shall hold at least one share in the Company or shall be the nominee of any incorporated body holding at least one share in the Company or the nominee of the corporate member of the Company. The office of director shall be vacated upon the director ceasing to be a member of the Company.
- 6.5 A person may be appointed a director notwithstanding that he shall have attained the age of 70 years and no director shall be liable to vacate office by reason of his attaining that or any other age.

7 Borrowing powers

The directors may exercise all the powers of the Company to borrow money and mortgage or charge its undertaking, property and uncalled capital or any part thereof and 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.

8 Directorss interests

A director may vote in respect of any contract or arrangement in which he, or a person with whom he is connected, is interested and be counted in the quorum present at any meeting of the directors or any general meeting of the company at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for regulations 94-98 inclusive of Table A, which regulations shall not apply to the Company.

9 Alternate directors

An appointment or removal of an alternate director may be effected at any time by notice in writing to the Company given by his appointor. An alternate director may also be removed from his office by not less than 24 hours notice in writing to the Company and to the

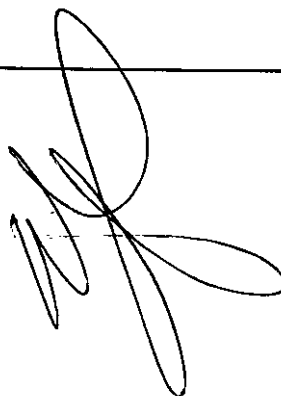
appointor given by a majority of his co-directors. This Article shall have effect in substitution for regulation 68 of Table A which shall not apply to the Company.

10 **Indemnity**

Subject to the provisions of Section 310 of the Act, and in addition to such indemnity as is contained in regulation 118 of Table A, every director, secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

NAMES, ADDRESS and DESCRIPTION of SUBSCRIBERS

W TESTER
16 St John Street
London EC1M 4AJ



H THOMAS
16 St John Street
London EC1M 4AJ



Dated this 18th day of March 1997

Witness to the above signatures:-

D J WOOTTON
16 St John Street
London EC1M 4AJ

