

COMPANY NUMBER: 3580283

COMPANY LIMITED BY SHARES
THE COMPANIES ACTS 1985 TO 1989

RESOLUTION

OF

FAIRWAYS ESTATES LIMITED

Passed on 24th August 1999.

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened, and held at No. 6 Marina Way, Teddington, Middlesex, TW11 9PN, on the above-mentioned date, the following Special Resolution was duly passed:

RESOLUTION

1. *That the Nominal Share Capital of the Company be reduced from £1000 to £145 by the cancellation of £855 of the unissued share capital.*
2. *That the remaining £145 of the Nominal Share Capital be converted to 60 'A' Ordinary shares, 83 'B' Ordinary shares and 2 Ordinary subscriber shares, of £1 each.*
3. *That the current Memorandum and Articles of Association be abrogated and thereupon replaced by adopting the new Memorandum and Articles submitted to this meeting and approved without amendment.*

Signed.....Ter Turner.....DIRECTOR

FILED BY:-

STL PROFESSIONAL SERVICES LTD.
DX 42200
WOKING (KNAPHILL)



COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM & ARTICLES OF ASSOCIATION
of
FAIRWAYS ESTATE LIMITED

Date of Incorporation: 12 JUNE 1998

Registration Number: 3580283

The Companies Acts 1985 and 1989
Private Company Limited by Shares

MEMORANDUM OF ASSOCIATION
(Amended by Special Resolution dated 24th August 1999)

OF

FAIRWAYS ESTATES LIMITED

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

(a) To carry on the business as a property company in all its many branches and as owners and managers of property and to maintain, manage, repair, administer and services houses, buildings, flats, garages and premises of every description and the gardens and curtilage thereof and to acquire, maintain, repair, service, administer and deal in other land and property of any tenure for the benefit of the lessees for the time being thereof and for such persons, firms or bodies having dealings with the Company and to enter into any contracts, leases or other documents and employ such parties as may be expedient for the furtherance of the aforesaid objects; to construct, erect, repair, maintain, renew and renovate flats, houses, offices, garages and buildings of every description, and land owned by the Company or managed by the Company and to lay out, maintain and use such land for the purposes of gardens and such other purposes as in the opinion of the Company can conveniently be combined with such uses aforesaid and to permit such persons to use and enjoy the same on such terms and subject to such regulations as the Company shall from time to time determine; to carry on business as property advisers and consultants and to provide such advisory and consultancy services as may be required from time to time by persons having dealings with the Company.

(b) To carry on any other trade or business which the Board of Directors deem may be advantageously carried on for the benefit of the Company.

(c) To acquire by purchase, lease, hire, exchange, improve, mortgage, charge, rent, let on lease, surrender, license, accept surrenders of, and otherwise acquire, sell and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings or 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 the Company is authorised to carry on or possessed of assets of any kind 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 and hold or use any patents, licences, concessions, copyrights which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to sell, license, lease or grant rights thereto.

(f) To sell, improve, manage, let, license, develop or otherwise deal with the undertaking, or all or any part of the property assets or rights of the Company upon such terms as the Company may approve, with power to accept any consideration as the Company may think fit.

(g) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such investments and subject to such conditions as the Company may approve.

(h) To lend and advance money, give credit or guarantees, act as surety to such persons, firms or companies, upon such terms and with or without security and subject to such conditions as the Directors think fit.

(i) To borrow or raise money in such manner as the Company shall think fit, the borrowing powers of the Company to be unlimited, 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.

(j) 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 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, having for its objects similar objects to those of this Company or any of them.

(k) To draw, make, accept, endorse, discount, execute, negotiate and issue promissory notes, bills of exchange, bills of lading, debentures, warrants and any other negotiable or transferable instruments.

(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 persons, firm 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 provide for the welfare of persons employed or formerly employed by the Company and to provide pensions, compensation, bonuses, gratuities and other allowances to officers, employees, ex officers and ex employees of the Company or its predecessors in business or the dependants of such persons and to establish and maintain or concur in establishing and maintaining trusts, pension funds, insurance policies or other schemes, whether contributory or non contributory, with a view to providing pensions or other funds for any such persons as aforesaid.

(p) To remunerate the Directors of the Company in any manner the Company may think fit.

(q) To distribute any property of the Company in specie among the members.

(r) To do all or any of the things hereinbefore authorised either alone or in conjunction with others, or as factors, trustees or agents for others, or by or through factors, trustees or agents.

(s) To do all such other things as are incidental to or the Directors think may be conducive to the attainment of the above objects or any of them.

It is hereby expressly 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-clauses.

4. The liability of the members is limited.
5. The Share Capital of the Company is £145 divided into 60 'A' Ordinary Shares, 83 'B' Ordinary Shares and 2 subscriber ordinary shares of £1 each.
6. (Except as provided in the Articles of Association) no person shall be admitted to membership of the Company other than the subscribers hereto and each Owner.

We, the several persons whose names, addresses and descriptions are subscribed, wish to be 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	Number of shares taken by each subscriber
YVONNE SHELLEY WAYNE 40 BURLINGTON RISE EAST BARNET HERTS. EN4 8NN EXECUTIVE	ONE
HAROLD WAYNE 40 BURLINGTON RISE EAST BARNET HERTS. EN4 8NN CHARTERED ACCOUNTANT	ONE

Dated 12th February 1998

WITNESS to the above signatures :-

Anthony Hayman
40 Burlington Rise
East Barnet
Herts. EN4 8NN

The Companies Acts 1985 and 1989
Private Company Limited by Shares

ARTICLES OF ASSOCIATION
(Amended by Special Resolution dated 24th August 1999)

OF

FAIRWAYS ESTATES LIMITED

PRELIMINARY

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

(b) The Regulations contained in Table A as comprised in the Companies (Tables A to F) Regulations 1985 as modified from time to time ("Table A") shall apply to the Company subject to any exclusion or modification hereinafter expressed. Regulations 3, 4, 9-22 (inclusive), 24, 47, 48, 54, 57, 64, 87, 95-97 (inclusive), 103-105 (inclusive), 113 and 117 shall not apply to the Company.
2. In these Articles the terms defined in this clause shall for all purposes of these Articles have the meanings specified in this clause

"Property" The Fairways Estate, Broom Road, Teddington, Middlesex registered under H M Land Registry Title Numbers SGL97194, SGL164095, SGL178572 and MX 212396

"Owner" Any person who is registered proprietor of a flat, garage or dwellinghouse at the Property

"Flats" The 60 flats comprised in 3 blocks of flats known as Thamespoint at the Property together with their demised carports and garages.

"Common Areas" The whole of the Property excluding any part belonging to an Owner.

PRIVATE COMPANY

3. The Company is a Private Company and accordingly, in compliance with Section 81 of the Companies Act 1985 ("the Act") any invitation to the public to subscribe for any shares in or debentures of the Company is prohibited.

SHARES

4. (a) The Company's share capital is £145 divided into 60 'A' Shares, 83 'B' Shares and 2 Subscriber Shares of £1 each.
- (b) Only owners of Flats shall be entitled to hold 'A' Shares. Only Owners shall be entitled to hold 'B' Shares.
5. (a) The shares of the Company shall be under the control of the Directors who may subject to these Articles allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80(2) of the Companies Act 1985) to such persons and on such terms and in such manner as they think fit.
- (b) All relevant securities of the Company from time to time un-issued shall come under the general authority conferred by Article 5(a) hereof for a period of not more than five years from the date of incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting (but not for more than five years at a time) and the Directors under the general authority shall be entitled to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.
- (c) Save as hereinafter provided, no shares in the Company may be issued or transferred to or be held by a person other than an Owner. No person may hold more than one share of each class for each property of which he is an Owner. No person may hold an 'A' Share without at the same time holding a 'B' Share.
- (d) The subscribers to the Memorandum of Association of the Company shall be duly registered as Members of the Company in respect of the shares for which they subscribed. A subscriber may transfer any shares subscribed by him to an Owner.
- (e) Holders of 'A' Shares shall not be entitled to be paid any dividend. Holders of 'B' Shares shall be entitled to the benefit of all the Company's Income and the Directors may apply the Company's net income as dividend to the 'B' Shareholders or at their discretion as a credit against maintenance charges to be determined in respect of the 'B' Shareholders to the Company.
6. Every holder of a share shall at all times observe and perform the regulations, covenants and conditions relating to the maintenance, repair and use of the property in respect of which he is an Owner contained in the Lease or Transfer under which the Property was originally sold or contained in a Participation Agreement entered into by the Owner relating to the acquisition of the Property and the issue of shares to him and shall be bound

to the Company to observe and perform such regulations, covenants and conditions as if (if such is not already the case) the covenants, conditions and regulations had been entered into directly between the Company and himself.

LIEN

7. The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time or called in respect of that share and of all Shares 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 of his estate and Regulation 8 of Table A shall be modified accordingly.

TRANSFER OF SHARES

8. (a) No member, other than a person becoming entitled to a share in consequence of the death or bankruptcy of a member, shall be entitled to transfer any share or execute any declaration of trust or enter into any agreement in relation to voting in respect of such share:-
- (i) in favour of any person not being an Owner, or
 - (ii) in such manner as would procure any Owner to hold (other than in a fiduciary capacity) more shares than represent more than one share for each property for which he is the Owner.
- (b) The Directors may in their absolute and uncontrolled discretion, and without assigning reason therefor, refuse to register any proposed transfer of a share unless they are satisfied beyond reasonable doubt that the foregoing conditions of this Article are being complied with in regard thereto. Save as aforesaid every transfer of a share shall be registered.
9. Where a member has ceased, for any reason, to be an Owner, the Directors may give notice to that member requiring him to transfer his share or shares in the Company within the succeeding period of twenty-eight days; and if such notice shall not be complied with the Directors may at any time thereafter transfer such share or shares and by resolution authorise some person to transfer such share or shares to the person to whom the share or shares are required to be transferred and he shall thereupon be registered as the holder of the share or shares and shall not be bound to see the application of the purchase money, if any, nor shall his title to the share or shares be affected by any irregularity or invalidity in the proceedings in reference to the disposal of the share or shares. Any person whose share or shares have been transferred in accordance with this Article shall forthwith deliver up to the Company the share certificate or share certificates (if any) issued to him in respect of that share or shares.
10. The provisions of Regulation 35 of Table A shall apply, subject to the provisions contained in these Articles.

VOTES FOR MEMBERS

11. (a) Subject to any rights or restrictions attached to any shares on a poll every member present in person or by proxy shall have one vote for every share of which he is the holder
- (b) In regulation 61 of Table A there shall be substituted for the words following "the instrument appointing a proxy shall be" the words in "any form which enables the members to direct how their votes are to be exercised on each of the resolutions comprised in the business of the meeting for which it is to be used".
- (c) Holders of 'A' Shares are entitled to vote only on matters affecting the Flats. The voting rights attributable to the 'A' Shares shall be restricted to one vote per person or group of connected persons irrespective of how many 'A' Shares they hold. Connected persons shall be defined in terms of the Income and Corporation of Taxes Act 1988 Section 839 as subsequently amended.
- (d) Holders of 'B' Shares are entitled to vote on matters not affecting the flats. The voting rights attributable to the 'B' Shares shall be restricted to one vote per person or group of connected persons irrespective of the 'B' Shares they hold. Connected persons shall be defined in terms of the Income and Corporation of Taxes Act 1988 Section 839 as subsequently amended.

PROCEEDINGS AT GENERAL MEETINGS

12. (a) Every notice convening a General Meeting shall comply with the provisions of Section 372 (3) of the Companies Act 1985, as to giving information to members in regard to their right to appoint a proxy, and notices of any 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.
- (b) No business shall be transacted at any meeting unless a quorum is present at the time the meeting proceeds to business. A quorum shall be present if at least one third of each class of Shareholders are present in person, or by proxy, and Regulation 40 of Table A shall be modified accordingly. The words "or if during a meeting such quorum ceases to be present" shall be deleted from Regulation 41 of Table A.
- (c) To regulation 41 of Table A there shall be added "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved."
- (d) Regulation 46 of Table A shall be amended by the deletion of all words after "decided" and the insertion of the words "by Poll".

DIRECTORS

13. Unless and until determined by the Company in General Meeting the number of Directors shall be not less than five. The maximum number of Directors shall be seven. The first Directors of the Company shall be as named in the statement delivered pursuant to Section 10 of the Companies Act 1985.
14.
 - (a) No person shall be eligible to be a Director unless that person is also a 'B' shareholder in the Company.
 - (b) If a member ceases to be an Owner that person shall cease forthwith to be a Director of the Company.
 - (c) Regulation 73 of Table A shall be amended by the deletion of all words after the words "every subsequent Annual General Meeting" and the insertion of "two of the Directors who are subject to retirement by rotation, shall retire".
 - (d) Regulation 74 of Table A shall be amended by the deletion of the words "shall be those who have been longest in office since their last appointment or re-appointment" and the insertion of "shall be in alphabetical order for the first three years, and thereafter by length of service".
 - (e) The quorum for meetings of Directors to conduct the Company's business shall be 3.
15. Regulation 94 of Table A shall apply to the Company save that there shall be added thereto a sub-paragraph (e) as follows :-
 - (c) The interest arises out of an agreement entered into or to be entered into between the Company and the Director (or the member appointing the Director) in his capacity as Owner of a Property.

SECRETARY

16. The first secretary shall be as named in the statement delivered pursuant to Section 10 of the Companies Act 1985.

BORROWING POWERS

17.
 - (a) The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and subject to the provisions of the Act and these Articles may issue debentures or other securities whether outright or as security for any debt, liability or obligation of the Company or any third party.
 - (b) The total indebtedness of the Company shall not on all or any account exceed the sum of £75,000. This limit may be increased upon such terms and conditions as may be considered desirable by the Company in General Meeting, but no person

dealing with the Company in good faith shall be obliged to see that such limit has not been exceeded.

COPIES OF ARTICLES

18. Every member, upon first becoming the holder of any share shall be entitled without payment to a copy of these Articles and a copy of the relevant Table A. It shall be the duty of the Secretary to ensure that each member has received such copies.

EXECUTION OF DOCUMENTS

19. The company seal, if any, shall only be used by the authority of the Directors or of a committee of Directors duly authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless and otherwise determined it shall be signed by a Director and the Secretary or by a second Director and expressed (in whatever form of words) to be executed by the Company and has the same effect as if executed under the seal of the Company. Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal.

INSPECTION OF RECORDS

20. Any member shall have the right to inspect any accounting record or book or document of the Company and Regulation 109 of Table A shall be modified accordingly.

NOTICES

21. A notice may be given by any member to the Company by leaving it at or sending it to the registered office of the Company.

WINDING UP

22. If the Company shall be wound up the assets of the Company shall be realised and if after the discharge of all the Company's Debts and liabilities and providing for the costs and expenses of the winding up there remains a surplus, such surplus shall be divided as follows:

'A' Shareholders shall be entitled to the proceeds of sale of the Freehold interest of the Flats

'B' Shareholders shall be entitled to the proceeds of sale of the Common Areas and all other assets of the Company.

Subscriber Shares shall be repaid at par

CHAIRMAN'S CASTING VOTE

23. The Chairman (if any) shall not have a casting vote and Regulation 50 of Table A shall be deleted and Regulation 88 of Table A amended accordingly.

Names, addresses and description of subscribers

YVONNE SHELLEY WAYNE
40 BURLINGTON RISE
EAST BARNET
HERTS. EN4 8NN

EXECUTIVE

HAROLD WAYNE
40 BURLINGTON RISE
EAST BARNET
HERTS. EN4 8NN

CHARTERED ACCOUNTANT

Dated 12th February 1998

WITNESS to the above signatures:-

Anthony Hayman
40 Burlington Rise
East Barnet
Herts. EN4 8NN

CONSULTANT