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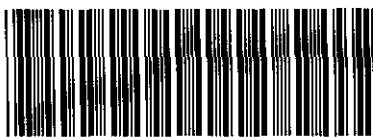
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4266530

The Registrar of Companies for England and Wales hereby certifies that
SPIRES COURT 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 7th August 2001



N04266530D



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



Companies House
— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHFP000

Declaration on application for registration

01266530

Company Name in full

SPIRES COURT MANAGEMENT
LIMITED

I, LYNN HUGHES signing on behalf of C & M Registrars Ltd.
of 7 Spa Road, London SE16 3QQ.

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † ~~Solicitor engaged in the formation of the company~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 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 Bishopsgate House, 5/7 Folgate Street, London E1 6BX.

Day Month Year

On 06 08 2001

• Please print name.

before me • ALFRED JOHN HOOPER

Signed

Date

6/8/01

† 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.

OYEZ COMPANY SERVICES

7 SPA ROAD, LONDON, SE16 3QQ.

Tel 0171 394 9311

DX number 80705

DX exchange BERMONDSEY



Form revised June 1998

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

Please complete in typescript,
or in bold black capitals.

CHFP041

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

Company Name in full

SPIRES COURT MANAGEMENT
LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

P O BOX 55

7 SPA ROAD

Post town

LONDON

County / Region

Postcode SE16 3QQ

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

OYEZ COMPANY SERVICES

Address

P O BOX 55

7 SPA ROAD

Post town

LONDON

County / Region

Postcode SE16 3QQ

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.

OYEZ COMPANY SERVICES

Tel 0207 556 3245

DX number 80705 DX exchange BERMONDSEY



Form revised July 1998

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or companies registered in England and Wales

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

Company Secretary (see notes 1-5)

Company name			
NAME	*Style / Title	*Honours	
*Voluntary details	Forename(s)		
	Surname	C & M SECRETARIES LIMITED	
	Previous forename(s)		
	Previous surname(s)		
Address	P O BOX 55		
Usual residential address For a corporation, give the registered or principal office address.	7 SPA ROAD		
	Post town	LONDON	
	County / Region	Postcode	SE16 3QQ
	Country		

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

Consent signature

For & on behalf of C & M Secretaries Ltd.

Date 6/8/01

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours	
	Forename(s)		
	Surname	C & M REGISTRARS LIMITED	
	Previous forename(s)		
	Previous surname(s)		
Address	P O BOX 55		
Usual residential address For a corporation, give the registered or principal office address.	7 SPA ROAD		
	Post town	LONDON	
	County / Region	Postcode	SE16 3QQ
	Country		

Day Month Year

Date of birth

- - - - -

Nationality

-

Business occupation

LIMITED COMPANY

Other directorships

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

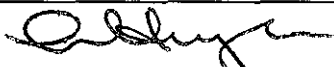
Consent signature

For & on behalf of C & M Registrars Ltd

Date 6/8/01

Directors (continued) (see notes 1-5)

NAME	*Style / Title	<input type="text"/>	*Honours	<input type="text"/>
*Voluntary details		Forename(s) <input type="text"/>		
		Surname <input type="text"/>		
		Previous forename(s) <input type="text"/>		
		Previous surname(s) <input type="text"/>		
Address		<input type="text"/>		
Usual residential address		<input type="text"/>		
For a corporation, give the registered or principal office address.		Post town <input type="text"/>		
		County / Region <input type="text"/>	Postcode	<input type="text"/>
		Country <input type="text"/>		
		Day	Month	Year
		<input type="text"/>	<input type="text"/>	<input type="text"/>
Date of birth		Nationality <input type="text"/>		
Business occupation		<input type="text"/>		
Other directorships		<input type="text"/>		
		<input type="text"/>		
I consent to act as director of the company named on page 1				
Consent signature		<input type="text"/>	Date	<input type="text"/>

Either**an agent on behalf of all subscribers****Signed****Date**

6/8/01

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**

BOS
013172

026608

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL



MEMORANDUM OF ASSOCIATION

-OF-

SPIRES COURT MANAGEMENT LIMITED



1. The Company's name is SPIRES COURT MANAGEMENT LIMITED.
2. The Company's Registered Office is to be situated in England and Wales.
3. The objects for which the Company is established are:-
 - (A) To acquire, hold, manage, maintain, administer and deal with certain land and buildings (hereinafter called "the Property") known as Spires Court, Wood Street, Wallingford, 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 any common roads, pathways, grounds and 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 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 set up and maintain management funds to pay the expenses incurred in the implementation of the Company's objects and to require the members of the Company to contribute towards such funds as the Company shall deem fit.
- (F) 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.
- (G) 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 of the Residents thereof.
- (H) 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.
- (I) To borrow and secure the repayment of money in such manner as the Company may think fit and to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding upon it.
- (J) To lend money or advance credit with or without security, upon such terms as the Company may approve, and to guarantee or secure the payment of any moneys or the performance of any obligation by any person or company.
- (K) 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 convenience or amenity for the Property or for the Residents thereof.
- (L) To take part in the formation, management, supervision or control of the Company and for that purpose to appoint and remunerate any Directors,

Professional Advisors, Consultants, experts or agents and to pay all or any expenses incurred in connection with these activities.

- (M) 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 to enter into contracts with others to supply these services.
- (N) 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.
- (O) To distribute any Property of the Company in kind among the members of the Company.
- (P) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of the Company against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and or discharge of their duties and or in the exercise of their powers and or otherwise in relation to their duties, powers, or offices in relation to the Company, and to such extent as may be permitted by law or otherwise to indemnify or to exempt any such person against or from any such liability.
- (Q) To invest with and deal with the money of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (R) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable instruments.
- (S) To enter into any arrangement with any Government or other authority and to obtain from any such body all rights, concessions and privileges which may seem conducive to any of the Company's business.
- (T) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company.
- (U) To do all or any of the above things either as principals, agents, trustees, contractors or otherwise.
- (V) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

And it is declared that the foregoing objects of the Company shall be separate and distinct objects of the Company and none of the said objects shall be deemed to be subsidiary to or limited in any way by any other object or objects.

4. The liability of the members is limited.

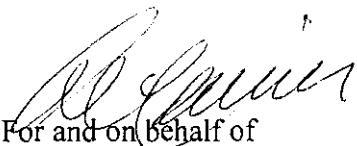
5. Every Member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a Member or within one year after he ceases to be a Member, for payment of the Company's debts and liabilities contracted before he ceased to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

WE, the persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this memorandum of association.

Names and Addresses of Subscribers



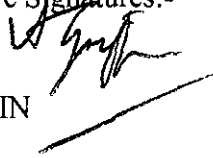
For and on behalf of
C & M REGISTRARS LIMITED
P O BOX 55
7 SPA ROAD
LONDON SE16 3QQ



For and on behalf of
C & M SECRETARIES LIMITED
P O BOX 55
7 SPA ROAD
LONDON SE16 3QQ

Dated the *6th* August 2001.

WITNESS to the above Signatures:-



ALAN GRIFFIN
P O BOX 55
7 SPA ROAD
LONDON SE16 3QQ

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

-OF-

SPIRES COURT MANAGEMENT LIMITED

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985, hereinafter referred to as Table A, shall apply to the Company subject as hereinafter provided.

(b) In these Articles "The Act" means the Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force.

(c) Clauses 2 to 35 (inclusive), 38, 54, 55, 57, 59, 102 to 108 (inclusive), 110, 114, 116 and 117 in Table A shall not apply to the Company.

INTERPRETATION

2. (a) Clause 1 in Table A shall be read and construed as if the definition of "the holder" were omitted therefrom.

(b) "Dwelling" means any residential unit comprised in the Property.

(c) "Dwellingholder" means the person or persons to whom a lease or tenancy of a dwelling has been granted or assigned or who holds the freehold of a dwelling and so that whenever two or more persons are for the time being dwellingholders of a dwelling they shall for all purposes of these Articles be deemed to constitute one dwellingholder.

MEMBERS

3. The subscribers to the Memorandum of Association shall be Members of the Company. A subscriber may nominate any person to succeed him as a Member of the Company and any person so nominated shall have the same power to nominate a person to succeed him as if he had been a subscriber. Save as aforesaid, no person shall be admitted as a Member to the Company other than a dwellingholder. The Company must accept as a Member every person who is or who shall have complied with either of the signature provisions set out in Article 5.

4. Each subscriber to the Memorandum of Association and any person nominated to be a Member under Article 3 shall, if not himself a dwellingholder, cease to be a Member as soon as dwellingholders for all dwellings have become Members.

5. The provisions of Section 352 of the Act shall be observed by the Company and every Member of the Company other than the subscribers to the Memorandum of Association shall either sign a written consent to become a Member or sign the register of Members on becoming a dwellingholder. Where two or more persons constitute one dwellingholder each shall so comply and they shall together constitute one Member and the person whose name first appears in the register of Members shall exercise the voting powers vested in such Member.

6. A dwellingholder shall cease to be a Member on the registration as a Member of the successor to his dwelling and shall not resign as a Member while holding, whether alone or jointly with others, a legal estate in any dwelling.

7. If a Member shall die or be adjudged bankrupt his legal personal representative or representatives or the trustee in his bankruptcy shall be entitled to be registered as a Member provided that he or they shall for the time being be a dwellingholder.

GENERAL MEETINGS AND RESOLUTIONS

8. (a) An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution or a Resolution appointing a Member as a Director shall be called by at least 21 clear days notice. All other Extraordinary General Meetings shall be called by at least 14 clear days notice, but a General Meeting may be called by a shorter notice if it is so agreed:-

(i) in the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat; and

(ii) in the case of any other General Meeting, by a majority in number of the Members having the right to attend and vote, being a majority together holding not less than 95% of the total voting rights of the Meeting of all the Members.

(b) The notice shall specify the time and place of the Meeting and in the case of special business, the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.

(c) The notice shall be given to all Members and to the auditors and to every person being a legal personal representative or a trustee in bankruptcy of a Member where the Member, but for his death or bankruptcy, would be entitled to receive notice of the Meeting.

(d) 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 report of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

(e) In accordance with Section 372(3) of the Act, a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a Member of the Company.

9. (a) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.

(b) If the quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine; and if at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, such adjourned meeting is dissolved.

(c) Clause 41 in Table A shall not apply to the Company.

10. Clause 46 in Table A shall be read and construed if paragraph (d) was omitted therefrom.

VOTES OF MEMBERS

11. Every Member present in person or by proxy at a General Meeting shall have one vote. On a poll every Member present in person or by proxy shall have one vote.

DIRECTORS

12. (a) The Maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum

number of Directors shall be one. Clause 64 in Table A shall not apply to the Company.

(b) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in table A shall not apply to the Company.

(c) Save for the persons who are deemed to have been appointed as the first Directors of the Company on incorporation pursuant to Section 13(5) of the Act, no person who is not a Member of the Company shall in any circumstances be eligible to hold office as a Director. Clause 44 in Table A shall not apply to the Company.

(d) No Member shall be elected a Director at any General Meeting unless:

(i) he is recommended by the Directors; or

(ii) not less than fourteen nor more than thirty five clear days before the date of the meeting, a notice in writing signed by a Member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.

(e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any Member who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(f) The Company shall not be subject to Section 293 of the Act, and accordingly any person may be appointed or elected as a Director whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

DISQUALIFICATION OF DIRECTORS

13. The office of Director shall be vacated if he ceases to be a Member of the Company or he becomes incapable by reason of illness or injury of managing and administering his property and affairs and Clause 81 in Table A shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

14. (a) A Director may vote at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall

be counted and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

MINUTES

15. Clause 100 in Table A shall be read and construed as if the words "of the holders of any class of shares in the Company" were omitted therefrom.

NOTICES

16. (a) Clause 112 in Table A shall be read and construed as if the second sentence were omitted therefrom.

(b) The words "or of the holders of any class of shares in the Company" shall be omitted from regulation 113 of Table A.

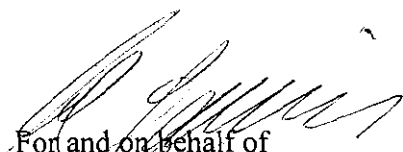
INDEMNITY

17. In addition to the indemnity conferred by Regulation 118 of Table A and subject to the provisions of the Act, every such person as is mentioned in the said Regulation shall be entitled to be indemnified out of the assets of the Company against all expenses, losses or liabilities incurred by him as agent of the Company or for the Company's benefit or intended benefit or in or about the discharge or intended discharge of his duties in relation to the Company.

Names and Addresses of Subscribers



For and on behalf of
C & M REGISTRARS LIMITED
P O BOX 55
7 SPA ROAD
LONDON SE16 3QQ



For and on behalf of
C & M SECRETARIES LIMITED
P O BOX 55
7 SPA ROAD
LONDON SE16 3QQ

Dated the 6th August 2001.

WITNESS to the above Signatures:-

ALAN GRIFFIN
P O BOX 55
7 SPA ROAD
LONDON SE16 3QQ

