

FILE COPY



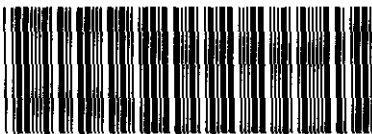
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 4768338

The Registrar of Companies for England and Wales hereby certifies that  
YORK AVENUE ASSOCIATES 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 18th May 2003



\*N04768338Q\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —



Companies House  
— for the record —

Please complete in typescript,  
or in bold black capitals.

CHFP000

4768338

12

### Declaration on application for registration

Company Name in full

YORK AVENUE ASSOCIATES LIMITED

I,

Peter Charles Michael DIMENT, for and on behalf of

of

BADGER HAKIM SECRETARIES LIMITED

† 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

6 Market Square Bishops Cleeve Leics

Day Month Year

On

13 05 2003

① Please print name.

before me ①

KANA SHADAREVIAN

Signed

Date

13 MAY 2003

† 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.

P.C.M. DIMENT, BADGER HAKIM SECRETARIES LIMITED

10 DOVER STREET, LONDON W1X 3PH

Tel 0171 493 3166

DX number

DX exchange



ASB  
COMPANIES HOUSE

0874  
15/05/03

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, CF14 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

— for the record —

10

Please complete in typescript,  
or in bold black capitals.

CHFP000

Notes on completion appear on final page

**First directors and secretary and intended situation of  
registered office**

**Company Name in full**

YORK AVENUE ASSOCIATES LIMITED

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

10 DOVER STREET

Post town

LONDON

County / Region

Postcode

W1S 4LQ

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

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

3

You do not have to give any contact  
information in the box opposite but if  
you do, it will help Companies House  
to contact you if there is a query on  
the form. The contact information  
that you give will be visible to  
searchers of the public record.

P.C.M. DIMENT, BADGER HAKIM SECRETARIES LTD.,  
10 DOVER STREET, LONDON W1S 4LQ

Tel 0207 493 9897

DX number

DX exchange



A38  
COMPANIES HOUSE

0875  
15/05/03

ge

Form April 2002

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

**Companies House, Crown Way, Cardiff, CF14 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

# Company Secretary (see notes 1-5)

Company name		BADGER HAKIM SECRETARIES LIMITED	
NAME	*Style / Title	*Honours etc	
Forename(s)			
Surname			
Previous forename(s)			
Previous surname(s)			
Address **		10 DOVER STREET	
Post town		LONDON	
County / Region		Postcode	W1S 4LQ
Country			
I consent to act as secretary of the company named on page 1			
Consent signature		Date 13-5-03	

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc	
Forename(s)	GEORGE ANNAN		
Surname	HEGGIE		
Previous forename(s)			
Previous surname(s)			
Address **	15 GREEN LANE		
Post town	GUILDFORD		
County / Region	SURREY	Postcode	GU1 2LZ
Country	U.K.		
Date of birth	Day 1 1	Month 0 2	Year 1 9 4 6
Business occupation	ACCOUNTANT		
Other directorships	SEE ATTACHED LIST		
I consent to act as director of the company named on page 1			
Consent signature	Date		13-5-03

## Directors (see notes 1-5)

Please list directors in alphabetical order

<b>NAME</b>	<b>*Style / Title</b>		<b>*Honours etc</b>							
	<b>Forename(s)</b>									
	<b>Surname</b>									
	<b>Previous forename(s)</b>									
	<b>Previous surname(s)</b>									
<b>†</b> Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	<b>Address †</b>									
	<b>Post town</b>									
	<b>County / Region</b>		<b>Postcode</b>							
	<b>Country</b>									
	<b>Date of birth</b>	<table><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td></td><td></td><td></td></tr></table>	Day	Month	Year				<b>Nationality</b>	
Day	Month	Year								
	<b>Business occupation</b>									
	<b>Other directorships</b>									
	I consent to act as director of the company named on page 1									
	<b>Consent signature</b>		<b>Date</b>							

**This section must be signed by**  
**Either**

**an agent on behalf  
of all subscribers**

**Signed**  **Date**

**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. 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.

## GEORGE ANNAN HEGGIE

**Current Directorships**

<b>Company Name</b>	<b>Activity</b>	<b>Date of Appointment</b>
25 Church Street Management Limited	Property Management	14 Oct 1999
Aerodome Limited	Property Development	28 Jan 1999
Alba Trees plc	Tree Nursery	03 Feb 1988
Badger Hakim Nominees Ltd	Dormant	17 Mar 1998
Badger Hakim Secretaries Ltd	Secretarial Services	20 Jan 1998
Club Choice Limited	Golf Guides	14 Dec 1995
Contractor Care Accountancy Services Ltd	Accountancy Services	8 Sep 1998
Crannon Limited	Property Development	5 Feb 1999
Deanmle Limited	Property Development	31 Jan 2000
Disabled Access Solutions Limited		1 Nov 2001
Drayhawk Limited	Property Development	08 Aug 1996
Excelmode Limited	Property Development	11 Nov 1998
Fletcher Gate Ltd	Property Development	6 Jun 2002
Forgeglade Limited	Property Development	2 Sep 1999
Forth Tankers plc	Ship Chartering	1 Oct 2000
Gronack Limited	Financial Investment	26 Apr 2002
Kaitak Nominees Ltd	Dormant	22 Dec 1998
Maronbay Limited	Property Development	04 Aug 1998
Merchant City Limited	Property Development	09 Jun 1999
Merchant Village Limited	Property Development	20 May 1999
Newark Property Developments Ltd	Property Development	6 Jun 2002
Newark Property LCS Ltd	Property Development	6 Jun 2002
Newark Property Pocklington Ltd	Property Development	6 Jun 2002
Nightingale Nursing Home plc	Nursing Home Operator	15 Jan 2001
Pathfinder (Clyde Street) Limited	Property Development	26 Apr 2000
Pathfinder (Glasgow) Ltd	Property Development	11 May 2000
Pathfinder (Lexham Gardens) Limited	Property Development	15 Dec 1998
Pathfinder (River Quay) Ltd	Property Development	9 Sep 1999
Pathfinder (Scotland) Limited	Property Development	19 Mar 1999
Pathfinder (Wine Office Court) Limited	Property Development	15 Dec 1998
Pathfinder Constructions Services Limited	Dormant	29 Sep 1998
Pathfinder Developer I PLC	Property Development	28 Feb 1995
Pathfinder Developer II PLC	Property Development	28 Feb 1995
Pathfinder Developer III PLC	Property Development	28 Feb 1995
Pathfinder Developer IV PLC	Property Development	28 Feb 1995
Pathfinder Developer IX PLC	Property Development	6 Feb 1996
Pathfinder Developer VI PLC	Property Development	6 Feb 1996
Pathfinder Developer VII PLC	Property Development	6 Feb 1996
Pathfinder Developer VIII PLC	Property Development	6 Feb 1996
Pathfinder Properties PLC	Property Development	11 Feb 1991
Pathfinder Recovery 1 PLC	Property Development	25 Aug 1993
Pathfinder Recovery 51 Ltd	Property Development	27 Dec 2000
Pathfinder Recovery Ventures Ltd	Property Development	31 May 2000
Pathfinder Repossessions II Limited	Property Investment	03 Sep 1992
Pathfinder Repossessions Limited	Property Investment	21 Jan 1992
PFP Management	Property Construction Services	26 Jun 1997
PIMS-SCA Limited	Insurance Brokers	01 Oct 1998
Private Investors Monitoring Services Ltd	Financial Consultancy	04 Aug 1997
Property Action Limited	Property Development	25 May 2001
Summerville Nursing Home plc	Nursing Home Operator	19 Nov 2001
The Old Town Pub Company plc	Pub Operators	28 Nov 1990
Viewland Limited	Property Development	14 Oct 1999

**Directorships held in the past five years**

<b>Company Name</b>	<b>Title</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1 <sup>st</sup> Choice Canary Islands Limited		24 Aug 1999	17 Nov 2000
A H Realisations Ltd		Pre 10 Jan 1993	7 Oct 1998
ADS Management Services Limited		1 Mar 1999	2 Mar 1999
Aeroevios (UK) Ltd		8 Aug 2000	8 Aug 2000
Albert's Lyrebird Ltd		3 Nov 1998	24 Nov 1998
Batchewa Consultants Limited		25 Feb 1999	28 Mar 2000
Bayclub plc		17 July 1992	1 June 1999
Boost Design		21 Dec 1998	3 Jan 2000
Boost Design Limited		21 Dec 1998	03 Jan 2000
Burlington Galleries Limited		6 Jan 1999	13 Jan 1999
Burlington Gallery Limited		6 Jan 1999	13 Jan 1999
Campbell Lutyens Holdings Ltd		5 Aug 1999	29 Oct 1999
Capital Asset Management (Worple Road) Limited		30 Aug 2000	28 Jan 2003
Capital Prime Properties Ltd		1 Mar 1999	18 Oct 1999
Capital Prime Properties Plus II Ltd		1 Mar 1999	18 Oct 1999
Capital Prime Properties Plus Ltd		1 Mar 1999	18 Oct 1999
Centreshred Ltd		2 Mar 2001	12 Mar 2001
Cerulean Computers Ltd		31 Mar 2000	31 Mar 2000
Clapham Properties Limited		11 Nov 1999	13 Mar 2000
Cloth Wash (UK) plc		1 Mar 1993	04 Sept 1997
Coralpace Ltd		28 Aug 1998	14 Nov 2000
Diverse Interior Architects Limited		27 Oct 1999	17 Dec 1999
Dover Street Capital Limited		17 Jan 2002	17 Jan 2002
Doverten Ltd		12 Sept 2002	12 Sept 2002
DTS Logistics plc		18 Jan 1991	31 Jan 2001
European Search Group (UK) Limited		23 Jun 2000	06 Jul 2000
Fareham Investments Ltd		13 Sept 2002	13 Sept 2002
Fibre Optic Supplies and Services Ltd		18 Jan 1999	29 Jan 1999
Flexible Computing Systems Limited		11 Mar 1999	20 Apr 1999
Flury Investments Limited		2 Aug 2002	2 Aug 2002
Fontaineblaeu Capital Ltd		12 Sept 2002	12 Sept 2002
Fulcrum Insurance Group Specialists Limited		24 Jan 2002	24 Jan 2002
Galadhrim Enterprises Limited		5 Nov 1998	25 Sep 1999
GDO Consulting Limited		21 Dec 1998	14 May 1999
Geoquip Limited		26 Jan 1987	Feb 1999
Glendall UK Ltd		25 Feb 1999	20 Feb 2000
Global Arena Sports and Management Consultancy Limited		30 Apr 1999	15 Feb 2000
Global Buzz Marketing Ltd		14 Aug 2000	15 Aug 2000
Gressingham Ducks plc		23 Aug 1991	1 Jun 1999
Grog & Grub Limited		18 Dec 1989	26 Nov 1997
H C Realisations Ltd		Pre 10 Jan 993	7 Oct 1998
Holiday Digest Ltd		13 May 2002	13 May 2002
Hoyle Barn Limited		3 Dec 1999	12 Dec 1999
IdeaRefinery Limited		8 Mar 2000	21 Apr 2000
Image Works Consultants Ltd		30 Jun 1999	06 Jul 1999
Jamaica Sun Ltd		15 Oct 2001	15 Oct 2001
JCOS Investments Ltd		30 Mar 2002	02 Apr 2002
JS Private Wealth Management Ltd		04 Oct 2002	04 Oct 2002
Judy Greenwood Antiques Limited		10 Nov 1998	17 Nov 2000
K2 Distribution Limited		26 Mar 1999	8 Apr 1999
Kookkaburra Consulting Bureau Ltd		3 Nov 1998	3 Nov 1998
LD Interim Limited		24 Jan 2003	24 Jan 2003
Lingerie Party at China White Limited		22 May 2002	22 May 2002
Longstones Slate Limited		31 May 2000	1 Aug 2000
Mainsail Ltd		10 Feb 2000	7 Apr 2000
Medialocate Ltd		26 Jul 2000	26 Jul 2000
Melbourne Computing Contractors Limited		10 Nov 1999	5 Mar 1999
Needham Contracting Ltd		22 Dec 1998	18 Jan 1999



As at 11/02/03

Company Name	Title	Date of Appointment	Date of Cessation
Northern Taverns plc		25 Jun 1991	31 Mar 1999
NSW Computing Contractors Limited		10 Nov 1998	28 Mar 2000
NT Computing Contractors Limited		10 Nov 1998	28 Mar 2000
Owen Contractor Services 106 Limited		3 Nov 1998	31 Aug 1999
Papland Ltd		19 Mar 2001	21 Mar 2001
Party Again Limited		16 Aug 2002	16 Aug 2002
Patagonia Computing Contractors Limited		10 Nov 1998	3 Jun 1999
Pathfinder (Howard Street) Limited		29 Mar 1999	7 Apr 2000
Pathfinder (Martingale House) Limited		15 Dec 1998	23 Nov 1999
Pathfinder (Saddlers House) Limited		15 Dec 1998	23 Nov 1999
Pathfinder (Tib Street) Limited		8 Aug 2000	27 May 2002
Pathfinder Developer X plc		6 Feb 1996	3 Mar 1998
Pathfinder Recovery 2 plc		25 Aug 1993	25 May 2001
Pathfinder Recovery 52 Ltd		15 Dec 2000	May 2001
Questing Limited		16 Aug 2002	16 Aug 2002
Renex Ltd		07 May 1999	06 Jul 1999
Rheological Water Ltd		16 May 2000	23 May 2000
Riverside Advisors Limited		30 Jun 1999	06 Jul 1999
RMW Limited		27 Jan 2003	27 June 2003
Robert James Filtration Ltd		15 May 2001	31 May 2001
Romar Business Services Ltd		05 Nov 1998	28 Jun 1999
Saint Hotels plc		14 Nov 1990	19 Dec 1997
Sales Professionals Worldwide Ltd		20 Nov 2001	20 Nov 2001
Sandstone Capital Limited		04 Mar 2002	04 Mar 2002
Solent Business Park Ltd		13 Sept 2002	13 Sept 2002
Spear Recruitment Agency Ltd		11 Nov 1998	16 Feb 2000
Spiritus Group Limited		13 July 2001	2 July 2002
SRJ Consulting Limited		12 Feb 1999	16 Feb 1999
Stratford Riverside Limited		18 Dec 1989	2 Dec 1997
Sydney Computing Contractors Limited		11 Nov 1998	10 Jan 1999
Terranet Investments Limited		30 Nov 2001	4 Dec 2001
The Aylesbury House Hotel Limited		20 Feb 1992	7 Oct 1998
The Hatton Court Hotel Limited		20 Feb 1992	7 Oct 1998
The Virtual Art Exchange Limited		18 Jun 1999	20 July 1999
The Winklebag Collection Ltd		26 Sep 2000	27 Sep 2000
Weighsoft Ltd		26 Jun 2000	02 Nov 2000
WonderDb Ltd		15 Feb 2000	5 Jul 2000

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002176 / 20 255434

**THE COMPANIES ACTS  
1985 TO 1989**



**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**OF**

**YORK AVENUE ASSOCIATES LIMITED**

1. The Company's Name is York Avenue Associates Limited.
2. The Company's Registered Office is to be situate in England and Wales.
3. The Company's objects are:-
  - (1) Without prejudice to the objects hereinafter specified to carry on business as a General Commercial Company.
  - (2) To carry on any other business which may seem to the Company to be capable of being conveniently or advantageously carried on in connection or conjunction with any business of the Company with a view directly or indirectly to enhancing the value of or to render profitable or more profitable any of the Company's property, assets or rights or expertise.
  - (3) To purchase or otherwise acquire and undertake all or any part of the business property and liabilities of any company, firm, person or body carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company.
  - (4) To purchase or otherwise acquire take on lease or in exchange, let or hire any real or personal property or assets or any rights or privileges which the Company may think necessary or convenient or capable of being profitably dealt with in such manner as may be thought fit.

- (5) To amalgamate or enter into any partnership or into any arrangement or other association for sharing profits union of interest, co-operation, joint venture, reciprocal concession or otherwise with any company, firm, person or body carrying on or engaged in or about to carry on or engage in any business or transactions which the Company is authorised to carry on or engage in or any business transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (6) To subscribe, underwrite, purchase or otherwise acquire shares or stock in or securities or investments of any nature whatsoever and to subsidise or otherwise assist any such company and with or without guarantee to sell, hold, re-issue or otherwise deal with such shares, investments, stock or securities and any rights or options in respect thereof and to buy and sell foreign exchange.
- (7) To build, develop, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, factories, roads, structures or facilities of all kinds and plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid.
- (8) To enter into any arrangements with any Government or Authorities supreme, municipal, local or otherwise and to obtain from any such Government or Authority all rights, concessions, authorisations and privileges that may seem conducive to the Company's objects or any of them.
- (9) To obtain the grant of, purchase or otherwise acquire any concessions, contracts, licences, grants, trade marks, copyrights or rights of any kind, patents, inventions, privileges, exclusive or otherwise, authorities, monopolies, undertakings or businesses, or any right or option in relation thereto, and to perform and fulfil the terms and conditions thereof, and to carry the same into effect, operate thereunder, develop, grant licences thereunder, and turn to account, maintain or sell, dispose of, and deal with the same in such manner as the Company may think expedient.

- (10) To apply for, promote and obtain any provisional order, Act of Parliament or charter for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (11) To promote or join in the promotion of any company for the purpose of acquiring all or any of the business, property, assets, rights and liabilities of any company whether or not having objects similar to those of the Company or for any another purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company.
- (12) To enter into any arrangements or contracts with any person, firm or company for carrying on the whole or any part of the business of the Company, and to fix and determine their remuneration, which may be by way of money payment, allotment of shares (either fully or partly paid) or otherwise.
- (13) To sell, exchange, lease, grant licences, dispose of, turn to account or otherwise deal with the whole of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be considered expedient and in particular shares, stock or other securities whether fully or partly paid up.
- (14) To pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (15) To invest the monies of the Company not immediately required for any other purpose of the Company by the purchase of the shares or securities of any company or by the purchase of any interest in land or buildings or in such other manner as shall from time to time be considered expedient.

- (16) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any other company, firm or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, firm or Company having objects similar to those of the Company or any of them.
- (17) To guarantee or give indemnities or provide security whether by personal obligation or covenant or by mortgaging or charging all or any part of the undertaking, property and assets both present and future and uncalled capital of the Company, or by all or any of such methods, the performance of any contracts or obligations of any person, firm or company whatsoever.
- (18) To advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security.
- (19) To draw, make, accept, endorse, discount, execute and issue, and to buy, sell and deal with bills of exchange, promissory notes, debentures, bills of lading, warrants and other negotiable or transferable instruments or securities.
- (20) To raise or borrow and to secure or discharge any debt or obligation of the Company, and to receive money on deposit or loan in such a manner and on such terms as may seem expedient and in such manner as may be thought fit and in particular by mortgages and charges and the issue of debentures or debenture stock or other securities of any description upon all or any part of the undertaking, property, assets and rights of the Company both present and future including any uncalled capital of the Company.
- (21) To establish and maintain or contribute to any scheme for the acquisition by trustees of shares in the Company or its holding company to be held by or for the benefit of employees (including any Director holding a salaried employment or office) of the Company or (so far as for the time being permitted by law) any of the Company's subsidiaries and to lend money (so far as aforesaid) to any such employees to enable them to acquire shares of the Company or its holding company

and to formulate and carry into effect any scheme for sharing profits with any such employees.

- (22) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or super-annuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or its holding company or otherwise is allied to or associated with the Company, or who are or were at any time directors or officers of the Company or of any such other company, and the wives, widows, families and dependants of any such persons, to establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well-being of the Company or of any such other company and make payments to or towards the insurance of any such person and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (23) To purchase and maintain insurance for or for the benefit of any person or persons who are or where at any time directors, officers or employees or auditors of the Company, or of any other company which is its holding company, or any company which is associated with the Company, or of any subsidiary undertaking of the Company or any such holding company or trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance 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 or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund and to such extent as may be permitted by law to indemnify or to exempt any such person against or from any such liability; for the purposes of this Memorandum of Association "holding company" "subsidiary" and "subsidiary undertaking" shall have the same meanings as in the Company Act 1985 as amended by the Companies Act 1989.

- (24) To distribute among the members of the Company in specie or otherwise any property or assets of the Company subject to any consent required by law.
- (25) To procure the registration, recognition or incorporation of the Company in or under the laws of any territory outside England.
- (26) To issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.
- (27) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through subsidiary companies, agents, sub-contractors or trustees or otherwise, and either alone or in conjunction with others.
- (28) To do all such other things as may be considered to be incidental or conducive to any of the above objects.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects and shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other sub-clause or the order in which the same occur or by the name of the Company.

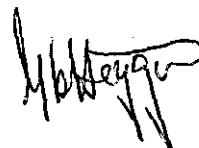
- 4. The liability of the Members is limited.
- 5. The Authorised Share Capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1 each.

WE, the Subscribers to 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.

NAMES and ADDRESSES OF SUBSCRIBERS	Number of Shares Taken by each Subscriber
------------------------------------	---

HEGGIE, GEORGE ANNAN  
15 GREEN LANE  
GUILDFORD  
SURREY  
GU1 2LZ

ONE



DIMENT, PETER CHARLES MICHAEL  
4 WESTFIELD CLOSE  
BISHOP'S STORTFORD  
HERTS  
CM23 2RD

ONE



Total shares taken: TWO

DATED 13 May 2003

WITNESS to the above signatures:

Diane Lesley Morris

10 Dover Street, London W1S 4LQ





**THE COMPANIES ACTS 1985 TO 1989**

**ARTICLES OF ASSOCIATION**

**OF**

**YORK AVENUE ASSOCIATES LIMITED**

**PRELIMINARY**

1. The Company is a private Company and accordingly no shares, debentures or other securities of the Company may be offered to the public.
2. The Regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or Articles of Association.
3. In these Articles the expression "the Act" means the Companies Act 1985 as amended by the Companies Act 1989.

**ALLOTMENT OF SHARES**

4. (a) Subject to section 80 of the Act, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper and Sections 89(1) and 90(1) to (6) inclusive of the Act shall not apply.

(b)(i) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally authorised to exercise for each prescribed period all the powers of the Company to allot relevant securities, provided that such authority shall be limited to the allotment during such period of relevant securities up to an aggregate nominal amount equal to the prescribed amount.

(ii) During each prescribed period the Company and its Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period, provided that such allotments would not infringe the restrictions set out in the proviso to sub-paragraph (I) above if made during such period (disregarding for such purpose any

increase in the nominal amount of the securities to be allotted which might arise under the terms of any such offer or agreement from events occurring or circumstances arising after the date thereof).

(iii) The expression "relevant securities" herein has the meaning attributed to it in Section 80(2) of the Act; the expression "the prescribed period" herein means in the first instance the period expiring five years after the date of incorporation of the Company and shall include any further period (not exceeding five years from the date of the Resolution hereinafter referred to) for which the authority conferred by subparagraph (i) above is renewed or extended by Ordinary Resolution or Resolution in writing for the Company stating the prescribed amount for such period; and the expression "the prescribed amount" herein shall in the first instance be £1,000 being the amount of the original share capital of the Company and for any further prescribed period shall be that stated in the relevant Resolution.

(iv) Subject to the provisions of the Act and without prejudice to Article 4(a) any shares may be issued which are to be redeemed or are liable to be redeemed at the option of the Company or the holder of such shares on such terms and in such manner as may be provided by the Articles or as the Company may by Resolution to determine. Regulation 3 of Table A shall not apply.

#### **TRANSFER OF SHARES**

5. The instrument of a transfer of a share may be in any usual form or in any other form which the Directors may approve and shall be executed by or on behalf of the transferor. Regulation 23 shall not apply.

#### **PURCHASE OF OWN SHARES**

6. Subject to the provisions of Section 162 of the Act the Company may with the sanction of an Ordinary Resolution purchase its own shares (including any redeemable shares) on such terms as the Directors may think fit and make a payment in respect of the redemption or purchase of such shares otherwise than out of the distributable profits of the Company or the proceeds of a fresh issue of shares and subject to the provisions of Section 173 to 175 of the Act. Regulation 35 shall be modified accordingly.

## **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 in respect of that share, and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any person for all moneys presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders; but the directors may at any time declare any shares to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon. Regulation 8 of Table A shall not apply.

## **VARIATION OF RIGHTS**

8. If at any time the share capital is divided into different classes of shares, the rights attached to any class may, whether or not the company is being wound up, be varied with the consent in writing of the holders of three fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of the class. To every such general meeting the provisions of these Articles relating to general meetings shall apply but so that the necessary quorum shall be two persons at least holding or representing by proxy one third of the issued shares of class and that any holder of shares of the class present in person or by proxy may demand a poll. PROVIDED THAT if and for so long as the Company has only one member that member present in person or by proxy or if that member is a corporation by a duly authorised representative shall be a quorum.

## **PROCEEDINGS AT GENERAL MEETINGS**

9. (i) No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum. PROVIDED THAT if and for so long as the Company has only one member that member present in person or by proxy or if that member is a corporation by a duly authorised representative shall be a quorum.

(ii) If a 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 from the time appointed for such adjourned meeting, it shall be dissolved. Regulations 40 and 41 shall be modified accordingly.

(iii) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the results of the show of hands) demanded by the Chairman or by any member present in person or by proxy.

Unless a poll is duly demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact that without proof of the number or proportion of votes recorded in favour of or against such resolution.

(iv) Subject to the provisions of the Act any resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at general meetings, or by their duly appointed attorneys, shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several instruments in the like form each executed by or on behalf of one or more of the members or their attorneys. Regulation 53 shall be extended accordingly.

#### **VOTES OF MEMBERS**

10. Subject to any special rights or restrictions for the time being attached to any special class of shares in the capital for the Company, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote only and in the case of a poll every member shall have one vote for each Ordinary Share held by him.

## **PROXY**

11. The instrument appointing a proxy shall be in writing in any usual common form, or such other form as may be approved by the Directors, and shall be signed by the appointer or his attorney, duly authorised in writing, or if the appointer is a corporation shall be either under its Common Seal or under the hand of an officer or attorney so authorised. An instrument of proxy need not be witnessed.

## **DIRECTORS**

12. (i) The number of Directors shall be determined by the Company in General Meeting but unless and until so fixed the minimum number of Directors shall be one and there shall be no maximum number. Regulation 64 shall be modified accordingly.

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

(iii) Any person may be appointed or elected as a Director irrespective of whether or not he has attained the age of seventy years or any other age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

(iv) In the event of the minimum number of Directors fixed by or pursuant of these Articles of Table A, being one, a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally.

(v) The Directors may, by power of attorney or otherwise appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

## **ALTERNATE DIRECTORS**

13. (i) Each Director shall have the power to nominate any other Director or any person approved for that purpose by resolution of the Board and willing to so act as alternate Director in his place during his

absence, and at his discretion to revoke such nomination, and on such appointment being made, each alternate Director whilst so acting shall be entitled to exercise or discharge all the functions, powers and duties and undertake all the liabilities and obligations of the Director he represents but shall not be entitled to receive any remuneration from the Company. An alternate Director shall have one vote for each Director he represents (unless the person appointing him is also present at the relevant meeting), in addition to his own vote if he is a Director, but shall not be counted more than once in the quorum. A nomination as an alternate Director shall ipso facto be revoked if the appointer ceases for any reason to be a Director.

(ii) Notice of all Board Meetings shall be sent to every alternate Director as if he were a Director of the Company until revocation of his appointment save that it shall not be necessary to give notice of such a meeting to an alternate Director who is absent from the United Kingdom.

(iii) The appointment of an alternate Director shall be revoked and the alternate Director shall cease to hold office whenever the Director who appointed such alternate Director shall give notice in writing to the Secretary of the Company that he revokes such appointment. Regulations 65 to 68 shall not apply.

(iii) Without prejudice to Article 13(i) and save as otherwise provided in the Articles, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.

#### **PROCEEDINGS OF DIRECTORS**

14. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors and except where there is a sole director, the quorum necessary for the transaction of business shall be two (and the first sentence of Regulation 89 of Table A shall not apply).

## **MINUTES**

15. The Directors shall cause minutes to be made in books provided for the purpose:

(a) of names of the Directors present at each Meeting of the Directors and any Meeting of any Committee of the Directors.

(b) of all resolutions and proceedings at all meetings of the Company and of the Directors and of any Committee of the Directors.

(c) of all appointments of officers made by Directors.

(d) of all documents sealed with the Common Seal of the Company or otherwise executed in accordance with the Act.

## **THE SEAL**

16. (a) If the Company has a seal, the Directors shall provide for the safe custody of the Seal which shall not be used without the authority of the Directors or of a committee authorised by Directors. Every instrument to which the Seal shall be affixed shall be signed by one Director and the Secretary or by two Directors.

(b) Where the Act so permits, any instrument signed by one Director and the Secretary or by two Directors and expressed to be executed by the Company shall have the same effect as if executed under the Seal, provided that no instrument shall be signed which makes it clear on its face that it is intended by the person or persons making it to have effect as a deed without the authority of the Directors or of a committee authorised by the Directors. Regulation 101 shall not apply.

(c) The obligation under Regulation 6 of Table A relating to the Sealing of share certificates shall only apply if the Company has a seal.

## **DIRECTORS' BORROWING POWERS**

17. 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 Section 80 of the Act, to issue and create mortgages, charges, memoranda of deposits, debentures, debenture stock and other securities

whether outright or as security for any debts, liability or obligation of the Company or any third party.

#### **INTEREST OF DIRECTORS**

18. A Director may, notwithstanding his interest, vote in respect of any contract or arrangement with the Company in which he is interested, directly or indirectly, and be taken into account for the purposes of a quorum at a meeting at which such contract or arrangement is considered, and retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. Regulations 94 and 95 shall not apply.

#### **APPOINTMENT AND RETIREMENT OF DIRECTORS**

19. The Directors shall not be subject to retirement by rotation and references thereto in Regulations 73 to 80 shall be disregarded.

#### **DIRECTORS' GRATUITIES AND PENSIONS**

20. The Directors on behalf of the Company may exercise the powers of the Company conferred by Clause 22 of the Memorandum of Association of the Company and Regulation 87 of Table A to provide benefit with regards to gratuities, pensions and insurances for any Director or member of his family.

#### **INSURANCE**

21. Without prejudice to the provisions of Regulation 87 and Article 23 the Directors shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees or auditors of the Company, or of any other company which is its holding company or any other company in accordance with the powers in that behalf contained in Clause 23 of the Memorandum of Association of the Company.

#### **DISQUALIFICATION OF DIRECTORS**

22. The office of Directors shall be vacated if the Director:
  - (i) ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director.



(ii) becomes bankrupt or makes any arrangement or composition with his creditors generally.

(iii) becomes of unsound mind and either:

(a) admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or in Scotland an application for admission under the Mental Health (Scotland) Act 1960 or

(b) an Order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for detention or for the appointment of a receiver curator bonis or other person to exercise powers with respect to property or affairs.

(iv) resigns his office by notice in writing to the Company.

(v) is absent from Directors' Meetings for six calendar months without reasonable excuse and without the consent of the other Directors and they resolve that he vacate office. Regulation 81 shall be modified accordingly.

#### **INDEMNITY**

23. Subject to the provisions of the Act, every Director or other Officer or Auditor of the Company for the time being shall be entitled to be indemnified by the Company out of its own funds against all costs, charges, expenses, losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings whether civil or criminal, in which judgement is given in his favour or in which he is acquitted, or in connection with any application under any statute in which relief is granted to him by the Court, and no Director or other Officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto, but this article shall only have effect insofar as its provisions are not avoided by Section 310 (as amended) of the Act.

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NAMES and ADDRESS of SUBSCRIBERS

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DATED: 13 May 2003

WITNESS to the above signatures:  
Diane Lesley Morris  
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