



FILE COPY

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

Company No. 6622108

The Registrar of Companies for England and Wales hereby certifies that

**1-9 PETERBOROUGH ROAD MANAGEMENT
COMPANY LIMITED**

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

Given at Companies House on **17th June 2008**



N06622108C



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

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828004/50

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THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

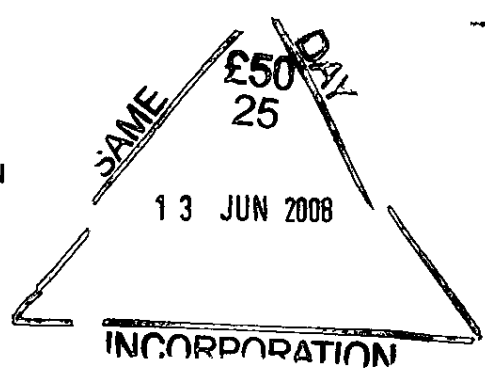
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A29 13/06/2008 25
COMPANIES HOUSE

MEMORANDUM OF ASSOCIATION

OF



1-9 PETERBOROUGH ROAD MANAGEMENT COMPANY LIMITED

- 1 The Company's name is "1-9 PETERBOROUGH ROAD MANAGEMENT COMPANY LIMITED"
- 2 The Company's registered office is to be situated in England and Wales
- 3 The object of the Company is to carry on business as a general commercial company
- 3 1 Without prejudice to the generality of the object and the powers of the Company derived from Section 3A of the Act the Company has power to do all or any of the following things -
 - 3 1 1 To purchase manage and administer the freehold property or properties known as 1-9 Peterborough Road, Harrow, HA6 (hereinafter called "the Estate") and any other land, buildings and real property, either on its own account or as trustee, nominee or agent of any other company or person
 - 3 1 2 To ensure against liabilities in respect of third parties for nuisance, personal injury or damage caused by any act neglect or omission in the control, use or occupation of other facilities
 - 3 1 3 To collect from the members of the Company liable for the same contributions payable by each of them towards such liabilities, rates, taxes, assessments, costs, charges, outgoings, management, maintenance, repair and renewal
 - 3 1 4 To execute and do all such other instruments and acts and things as may be requisite for the purpose of ensuring the efficient management, maintenance, repair and renewal of the facilities
 - 3 1 5 To acquire and deal with and take options over any property, real or personal, including the Estate, and any rights or privileges of any kind over or in respect of any property, and to improve, develop, sell, lease, accept, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Company therein or thereto

818015

The Companies Acts 1985 to 1989

Private Company Limited by Shares

Company Number:

**MEMORANDUM
AND ARTICLES OF ASSOCIATION**

1-9 PETERBOROUGH ROAD MANAGEMENT COMPANY LIMITED

Incorporated the

2008

bpcollins |
SOLICITORS

**Collins House
32-38 Station Road
Gerrards Cross
Bucks SL9 8EL**

**Tel 01753 279026
Fax 01753 889870**

- 3 1 6 To provide services of every description in relation to the Estate and to maintain, repair, renew, redecorate, repaint, clean, construct, alter and add to the Estate and to arrange for the supply to it of services and amenities and the maintenance of the same and the cultivation, maintenance, landscaping and planting of any land, gardens and grounds comprised in the Estate and to enter into contracts with builders, tenants, contractors and others and to employ appropriate staff and managing or other agents whatsoever in relation thereto
- 3 1 7 To insure the Estate or any other property of the Company or in which it has an interest against damage or destruction and such other risks as may be considered necessary, appropriate or desirable and to insure the Company against public liability and any other risks which it may consider prudent or desirable to insure against
- 3 1 8 To establish and maintain capital reserves, management funds and any form or sinking fund in order to pay or contribute towards all fees, costs, and other expenses incurred in the implementation of the Company's objects and to require the members of the Company to contribute towards such reserves or funds at such times, in such amounts and in such manner as the Company may think fit and to invest and deal in and with such monies not immediately required in such manner as may from time to time be determined
- 3 1 9 To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property
- 3 1 10 To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire
- 3 1 11 To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received
- 3 1 12 To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any other business of the Company
- 3 1 13 To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company

- 3 1 14 To invest and deal with the moneys 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
- 3 1 15 To invest and deal with the moneys 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
- 3 1 16 To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid)
- 3 1 17 To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it
- 3 1 18 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments
- 3 1 19 To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority 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 calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests
- 3 1 20 To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions
- 3 1 21 To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world
- 3 1 22 To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such

company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies

- 3 1 23 To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid
- 3 1 24 To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same
- 3 1 25 To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts
- 3 1 26 To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient
- 3 1 27 To distribute among the Members of the Company in kind any property of the Company of whatever nature
- 3 1 28 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company
- 3 1 29 To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business, to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons, to make payments towards insurance including insurance for any Director, officer or Auditor against any liability as is referred to in Section 310(1) of the Act, and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants, and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained

- 3 1 30 Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act
- 3 1 31 To procure the Company to be registered or recognised in any part of the world
- 3 1 32 To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others
- 3 1 33 To do all such other things as may be deemed incidental or conducive to the attainment of the Company's object or of any of the powers given to it by the Act or by this Clause

AND so that

- 3 1 34 None of the provisions set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company
- 3 1 35 The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere
- 3 1 36 In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force

4 The liability of the Members is limited

5 The Company's share capital is £1000 divided into 1000 shares of £1 each

I, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum, and agree to take the number of shares shown opposite my name

Name and address of Subscriber

Number of shares taken

by the Subscriber

Cremorne Nominees Limited
Collins House
32-38 Station Road
Gerrards Cross
Bucks SL9 8EL

Four



Duly authorised on behalf of
CREMORNE NOMINEES LIMITED

Total shares taken - Four

Dated 11 June 2008

Witness to the above Signature -

B P Collins
Collins House
32-38 Station Road
Gerrards Cross
Bucks SL9 8EL


SOPHIE KEWTHRAZER
SOLICITOR

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

1-9 PETERBOROUGH ROAD MANAGEMENT COMPANY LIMITED

1 PRELIMINARY

The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No 1052) (that Table being referred to in these Articles as "Table A") shall apply to the Company except to the extent that they are excluded or varied hereby and those Regulations (as so excluded or varied) together with these Articles shall constitute the Articles of the Company

2 INTERPRETATION

In these Articles -

"the Act"	means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force,
"business day"	means any day (except a Saturday or Sunday) on which clearing banks in the City of London are open for business,
"Board"	means the Board of Directors acting at or as a duly convened meeting of the Board or by a duly appointed committee of the same,
"Estate"	means the freehold property known as 1-9 Peterborough Road, Harrow, HA3 but shall also include any other land, buildings or premises for the time being also owned and/or managed or administered by the Company,
"Dwelling"	means any residential unit comprised in the Estate,
"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 dwelling holders of a dwelling they shall for all purposes of these Articles be deemed to constitute one dwellingholder
"Member"	means a registered holder of shares in the Company,
"Regulation"	means a Regulation in Table A,

Reference to any gender includes the others of them and, where the context admits, to the singular includes the plural and vice versa

3 SHARE CAPITAL

The authorised share capital of the Company at the date of the adoption of these Articles is £1000 divided into 1000 Ordinary shares of £1 each, in each case having the rights as set out in these Articles

4 ALLOTMENTS AND TRANSFER OF SHARES

- 4 1 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 have subscribed. A subscriber may transfer any shares subscribed by him to a person nominated by him in writing to succeed him as a member and any such person (other than a dwellingholder) so nominated shall have the same power to transfer the share as if he had himself been a subscriber. Personal Representatives of a deceased subscriber or of any success so nominated by him shall have the same rights of transfer
- 4 2 Save as aforesaid, no share shall be allotted or transferred to any person who is not a dwellingholder. A dwellingholder shall not be entitled to dispose of his shareholding in the Company while holding, whether alone or jointly with others, a legal estate in any dwelling
- 4 3 In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company
- 4 4 Subject as provided in Article 4 2 above the Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting
- 4 5 If any member of the Company who is a dwellingholder parts with all interest in the dwelling or dwellings held by him, or if his interest therein for any reason ceases and determines, he or, in the event of his death, his legal personal representative or representatives, or in the event of his bankruptcy, his trustee in bankruptcy shall transfer his shareholding in the Company to a person or persons to become the dwellingholder of his dwelling or dwellings
- 4 6 Each subscriber to the Memorandum of Association and any person becoming a member as a result of a nomination under Article 4 1 shall, if not himself a dwellingholder, offer his shareholding in the Company to the Company as soon as dwellingholders for all the dwellings have become members. The Company shall
- 4 6 1 Subject to the provisions of the Act, purchase such shareholding in which case the member concerned shall execute all such documents (including any contract required under Section 164 of the Act) and do all such acts and things as may be necessary in order to enable the Company to comply with the Act and affect such purchase,
- 4 6 2 Direct the member concerned to transfer his shareholding to some other dwellingholder or dwellingholders in which case the member concerned shall execute a Share Transfer in respect of his shareholding as

appropriate and hand over the same to the Company provided that the sanction of a special resolution shall be required for any such transfer where the proposed transferee or transferees already hold one share of the Company in respect of each of their dwellings

- 4 7 The price to be paid on the transfer of every share under this Article shall, unless (in the case of a transfer made pursuant to Article 4 1 above) the transferor and transferee will otherwise agree, be its nominal value
- 4 8 If the holder of a share (or his legal personal representative or representatives or trustee in bankruptcy) refuses or neglects to transfer it or offer it for purchase in accordance with this article, one of the Directors, duly nominated for that purpose by a resolution of the board shall be the attorney of such holder, with full power on his behalf and in his name to execute, complete and deliver a transfer of his share to the person or persons to whom the same ought to be transferred hereunder or (as the case may be) an documentation as is referred to in Article 4 2 above, and the Company may give a discharge for the purpose money and (in the case of a transfer) enter the name of the transferee of the said share in the register of members as the holder thereof
- 4 9 If a member shall be or be adjudged bankrupt, his legal personal representative or representatives or the trustee in this bankruptcy shall be entitled to be registered as a member of the Company, provided he or they shall for the time being be a dwellingholder
- 4 9 1 The Directors shall refuse to register a transfer of shares made in contravention of all the foregoing provisions of these Articles, but otherwise shall have no power to refuse to register a transfer
- 4 9 2 Clause 24 in Table A shall not apply to the Company

5 LIEN

- 5 1 The lien conferred by Regulation 8 shall attach also to fully paid-up shares, 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 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, for all moneys presently payable by him or his estate to the Company Regulation 8 shall be modified accordingly
- 5 2 The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 of the words "and all expenses that may have been incurred by the Company by reason of such non-payment"

6 GENERAL MEETINGS AND RESOLUTIONS

- 6 1 Every notice convening a general meeting shall comply with the provisions of s 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies, and notices of and other communications relating to any general meeting which any Member is entitled to receive shall be sent also to the Directors and to the Auditors for the time being of the Company
- 6 2 Every member present in person or by proxy at a General Meeting shall have one vote with the exception of a member who is the dwellingholder of more than one Dwelling who shall have one vote in respect of each Dwelling of which he is the dwellingholder

- 6 3 No business shall be transacted at any general meeting unless a quorum is present Subject to Article 6 4 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
- 6 4 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
- 6 5 If a quorum is not present within half an hour from the time appointed for a general meeting, that meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefore such adjourned general meeting shall be dissolved
- 6 6 Regulations 40 and 41 shall not apply to the Company
- 6 7 Any decisions taken by a sole Member shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book

7 APPOINTMENT OF DIRECTORS

- 7 1 Regulation 64 shall not apply to the Company
- 7 2 The maximum number and minimum number respectively of Directors may be determined from time to time by ordinary resolution of the Members in general meeting 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 Whenever the minimum number of Directors is one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Regulation 89 shall be modified accordingly
- 7 3 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
- 7 4 No person shall be appointed a Director at any General Meeting unless either -
 - 7 4 1 he is recommended by the Directors, or
 - 7 4 2 not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that Member for appointment, together with notice executed by that Member of his willingness to be appointed
- 7 5 Subject to Articles 7 4 and 7 5 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
- 7 6 The Directors may appoint a Member who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with Clause 7 2 above as the maximum number of Directors and for the time being in force

8 ALTERNATE DIRECTORS

- 8 1 No person who is not a Member of the Company shall be capable of being appointed an alternate Director Clause 65 in Table A shall be modified accordingly

8 2 An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as that appointor may by written notice to the Company from time to time direct, and the first sentence of Regulation 66 shall be modified accordingly

8 3 A Director, or any such other person as is mentioned in Regulation 65, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present

9 DISQUALIFICATION OF DIRECTORS

9 1 The office of a 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

10 BORROWING POWERS

10 1 The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to s 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

11 GRATUITIES AND PENSIONS

11 1 The Directors may exercise the powers of the Company conferred by Clause 3 1 29 of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers

11 2 Regulation 87 shall not apply to the Company

12 PROCEEDINGS OF DIRECTORS

12 1 Provided he has complied with the relevant provisions of Regulation 85 and with s 317 of the Act, 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 votes on any such resolution his vote shall be counted, and in relation to any such resolution he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting

12 2 The Board, or a committee of the Board, may hold meetings by telephone, either by conference telephone connection(s) or by a series of telephone conversations, or by exchange of facsimile transmissions and addressed to the Company Secretary. The views of the Board, or that committee, as ascertained by such telephone conversations or facsimile transmissions and communicated to the Company Secretary, shall be treated as votes in favour or against (as the case may be) a particular resolution. A resolution passed in this manner and signed by the Chairman shall be as valid and effectual as if it had been passed at a meeting of the Board (or, as the case may be, of that committee) duly convened and held

12 3 Regulations 94 to 97 (inclusive) shall not apply to the Company

13 EXECUTION OF DOCUMENTS

13 1 If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be countersigned by a Director and by the Secretary or a second Director or some other person specifically appointed by the Board for that purpose. The obligation under Regulation 6 relating to the sealing of the share certificates shall apply only if the Company has a seal. Regulation 101 shall not apply to the Company.

13 2 In so far as the law provides, any document may be executed by the Company as a Deed and signed by a Director or any other person specifically appointed for the purpose and duly witnessed.

14 EXPENSES

The members of the Company shall from time to time, and whenever called upon by the Company so to do, contribute equally, or in such proportions as the Directors may determine, to all expenses and losses which the Company shall properly incur on their behalf, and in respect of which they are not otherwise bound to contribute in their capacity as members.

15 INDEMNITY

15 1 Every Director or other officer or Auditor shall be indemnified out of the assets of the Company against all 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 liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under s 144 or s 727 of the Act 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 in so far as its provisions are not avoided by s 310 of the Act.

15 2 The Directors shall have power to purchase and maintain for any Director, officer or Auditor insurance against any such liability as is referred to in s 310(1) of the Act.

15 3 Regulation 118 shall not apply to the Company.

16 RULES OR BYELAWS

16 1 The Directors may from time to time make such rules or byelaws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall by such rules or byelaws regulate -

16 1 1 the admission and classification of Members of the Company, and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees, charges, contributions or payments to be made by Members,

- 16 1 2 the conduct of Members of the Company in relation to one another, and to the Company and to the Company's servants or agents,
 - 16 1 3 the setting aside of the whole or any part or parts of the Estate at any particular time or times or for a particular purpose or purposes,
 - 16 1 4 the procedure at General Meetings and Meetings of the Directors and committees of the Directors of the Company insofar as such procedure is not regulated by these Articles,
 - 16 1 5 and, generally, all such matters as are commonly the subject matter of Company Rules or rules or regulations appropriate to property of a similar nature and type as the Estate
- 16 2 The Company in General Meeting shall have power to alter or repeal the rules or byelaws and to make additions thereto and the Directors shall adopt such means as they deem sufficient to bring to the notice of Members of the Company all such rules or byelaws, which so long as they shall be in force, shall be binding on all Members of the Company. Provided, nevertheless, that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company

Name and address of Subscriber

Cremorne Nominees Limited
Collins House
32-38 Station Road
Gerrards Cross
Bucks SL9 8EL

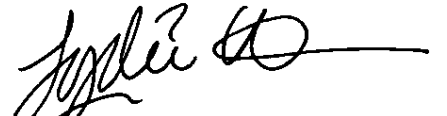


Duly authorised on behalf of
CREMORNE NOMINEES LIMITED

Dated 11 June 2008

Witness to the above Signature -

B P Collins
Collins House
32-38 Station Road
Gerrards Cross
Bucks SL9 8EL


SOPHIE KERNTHALER



CHFP025

Company Name in full

1-9 Peterborough Road Management Company Limited

Collins House, 32-38 Station Road, Gerrards Cross, Bucks, SL9 8EL

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835

Mick A

Declared at 97 Marcus Lee Solicitors, 11 Station Road, Gerrards Cross, Bucks, SL9 8EL

Day Month Year

On 16062908

① Please print name

before me ❶

MARCUS LEE

Signed

Date _____

16th June 2008

† A Confidential Source, Office of the Attorney General, Department of Justice, in the presence of Solicitor

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.

B P Collins

Collins House, 32-38 Station Road, Gerrards Cross, Bucks, SL9 8EL

Tel 01753 889995

DX number DX 40256

DX exchange Gerrards Cross

Companies House receipt date barcode

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
or LP - 4 Edinburgh 2



10

Please complete in typescript,
or in bold black capitals

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

1-9 PETERBOROUGH ROAD MANAGEMENT COMPANY LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

COLLINS HOUSE

32-38 STATION ROAD,

Post town

GERRARDS CROSS

County / Region

BUCKINGHAMSHIRE

Postcode

SL9 8EL

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

X

Agent's Name

BP COLLINS

Address

COLLINS HOUSE

32-38 STATION ROAD,

Post town

GERRARDS CROSS

County / Region

BUCKINGHAMSHIRE

Postcode

SL9 8EL

Number of continuation sheets attached

0

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to
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for companies registered in Scotland
DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name

1-9 PETERBOROUGH ROAD MANAGEMENT COMPANY LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

CREMORNE NOMINEES LIMITED

Previous forename(s)

Previous surname(s)

†† 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

Address ††

COLLINS HOUSE

32-38 STATION ROAD,

Post town

GERRARDS CROSS

County / Region

BUCKINGHAMSHIRE

Postcode

SL9 8EL

Country

UK

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

Consent signature

Duly authorised on behalf of
CREMORNE NOMINEES LIMITED

Date

11 June 08

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

CREMORNE NOMINEES NO 2 LIMITED

Previous forename(s)

Previous surname(s)

†† 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

Address ††

COLLINS HOUSE

32-38 STATION ROAD,

Post town

GERRARDS CROSS

County / Region

BUCKINGHAMSHIRE

Postcode

SL9 8EL

Country

UK

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Duly authorised on behalf of
CREMORNE NOMINEES NO. 2 LIMITED

Date

11 June 08

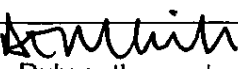
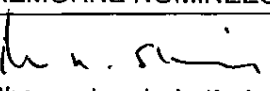
Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title		*Honours etc	
* Voluntary details		Forename(s)		
		Surname		
		Previous forename(s)		
		Previous surname(s)		
Address ††				
<input type="checkbox"/>				
Post town				
County / Region			Postcode	
Country				
		Day	Month	Year
Date of birth				
		Nationality		
Business occupation				
Other directorships				
I consent to act as director of the company named on page 1				
Consent signature			Date	

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed	 Duly authorised on behalf of CREMORNE NOMINEES LIMITED	Date	11 June 08
Signed	 Duly authorised on behalf of CREMORNE NOMINEES NO 2 LIMITED	Date	11 June 08
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