File Copy

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06642075

The Registrar of Companies for England and Wales hereby certifies that
46 CHEPSTOW VILLAS 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 9th July 2008

N06642075H

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

Companies House
— *for the record* —

The above information was communicated in non-legible form and authenticated by the Registrar of Companies under section 710A of the Companies Act 1985

Companies House
for the record

Electronic statement of compliance with requirements on application for registration of a company pursuant to section 12(3A) of the Companies Act 1985

Company number **6642075**

Company name **46 CHEPSTOW VILLAS LIMITED**

I, **TEMPLE SECRETARIAL LIMITED**

of **16 OLD BAILEY**
LONDON
EC4M 7EG

a person named as a secretary of the company in the statement delivered to the registrar of companies under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section 12(3A) of the Companies Act 1985

Statement: I hereby state 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.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies electronically and authenticated in accordance with the registrar's direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to criminal prosecution

Companies House
— for the record —

10(ef)

First directors and secretary and intended situation of registered office

Received for filing in Electronic Format on the: **09/07/2008**

XCK2A19F

Company Name in full: 46 CHEPSTOW VILLAS LIMITED

Proposed Registered Office:
16 OLD BAILEY
LONDON
EC4M 7EG

memorandum delivered by an agent for the subscriber(s): **No**

Company Secretary

Name **TEMPLE SECRETARIAL LIMITED**

Address:
16 OLD BAILEY
LONDON
EC4M 7EG

Consented to Act: **Y** *Date authorised* **09/07/2008** *Authenticated:* **YES**

Director 1:

Name **TEMPLE DIRECT LIMITED**

Address: **16 OLD BAILEY**
LONDON
EC4M 7EG

Consented to Act: **Y** *Date Authorised:* **09/07/2008** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **subscriber** *Date Authorised:* **09/07/2008** *Authenticated:* **Yes**

Company No:

The Companies Acts 1985–2006

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

46 Chepstow Villas Limited

withers LLP
16 Old Bailey
London
EC4M 7EG
Tel: +44 (0)20 7597 6000
Fax: +44 (0)20 7597 6543

Ref: elc/czb

Company No:

THE COMPANIES ACTS 1985–2006

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

46 Chepstow Villas Limited
(the 'Company')

1. The Company's name is 46 Chepstow Villas Limited.

2. The Company's Registered Office is to be situated in England and Wales.

3. 3.1 The object of the Company is to carry on business as a general commercial company.

3.2 To the extent that any of the following are not included in clause 3 the Company shall have the following additional objects:

(a) to carry on the business of a holding company and to acquire by purchase, exchange, subscription or otherwise and to hold the whole or any part of the securities in any companies for the time being engaged, concerned or interested in any industry, trade or business and to promote the beneficial co-operation of any such companies as well with one another as with the Company and to exercise in respect of such investments and holdings all the rights, powers and privileges of ownership;

(b) to purchase, take on lease or by other means acquire any freehold, leasehold or other property for any estate or interest whatever and any rights, privilege or easements over or in respect of any property and any buildings, workrooms, shops, warehouses, farms, dairies, factories, mills, works, machinery, engines, motors, rolling stock, plant, live and dead stock or things and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with or may enhance the value of any other property of the Company;

(c) to borrow or raise or secure the payment of money in any manner on any terms and for any purposes whatsoever, whether alone or jointly and/or severally with any other person or persons and to secure any debt, obligation or liability whatsoever by mortgages of or charges upon all or any part of the undertaking, real and personal property, assets, rights and revenues (present or future) and uncalled capital of the Company, to create and issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures, debenture stock or other securities of any description either permanent or redeemable or repayable, for the purposes of or in connection with the borrowing or raising of moneys by the Company to become a member of any building society, and also as security for the performance of any contracts or any obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly;

(d) to receive money on deposit or loan upon such terms as the Company may approve;

(e) to lend and advance money or give credit or financial accommodation in any manner on any terms and for any purposes whatsoever, whether with or without interest and whether or not supported by guarantee and/or security, to any person or company, including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by s736 of the Companies Act 1985) of the Company or of the Company's holding company or is controlled by the same persons as control the Company (or any holding company of the Company) or is otherwise associated with the Company in business or engaged with it in any enterprise, transaction or venture and to the extent that the same is permitted by law, to give financial assistance by any means for the purpose of acquisition of shares in the Company or the Company's holding company for the time being;

(f) to invest and deal with the moneys of the Company in such manner as the Company may from time to time decide and to hold or otherwise deal with any investments made;

(g) to enter into any guarantee, bond, contract of indemnity, suretyship or joint obligation and otherwise give security or become responsible for the performance of any obligations or the discharge of any liabilities by any person or company in any manner on any terms and for any purposes whatsoever, whether alone or jointly and/or severally with any other company or companies and whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other object of the Company;

(h) to guarantee, support or secure by personal covenant or by mortgaging or charging all or any part of the undertaking, real and personal property, assets

and revenues (present and future) and uncalled capital of the Company, or by both such methods, or in any other manner any debts, obligations or securities whatsoever, including (without limitation) those of any company which is for the time being the holding company or a subsidiary (both as defined by s736 of the Companies Act 1985) of the Company or of the Company's holding company or is controlled by the same persons as control the Company (or any holding company of the Company) or is otherwise associated with the Company in business or engaged with it in any enterprise, transaction or venture;

(i) to grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons, their dependants or connections, to make payments towards insurance including insurance for any director, officer or auditor against any liability as is referred to in ss232-235 of the Companies Act 2006 or s310(1) of the Companies Act 1985 and to support or subscribe to any charity funds or institutions, the support of which may, in the opinion of the directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees;

(j) to draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments;

(k) to enter into any partnership or joint venture arrangement or arrangement for sharing profits, union of interests or co-operation with any company carrying on or proposing to carry on any business within the objects of the Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company;

(l) to enter into any partnership or joint venture arrangement or arrangement for sharing profits, union of interests or co-operation with any firm or individual carrying on or proposing to carry on any business within the objects of this Company, and to guarantee the contracts or liabilities of such firm or individual, and to subsidise or otherwise assist any such firm or individual;

(m) to establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of the Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of the Company and to acquire and hold or dispose of shares, stock or securities of and

guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company;

(n) 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;

(o) to amalgamate with any other company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or any controlling interest in the shares or stock of this or any such company, or by partnership, or any arrangement of the nature of partnership, or in any other manner;

(p) 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 for any reason 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;

(q) to distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law;

(r) 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;

(s) 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;

(t) to do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, subcontractors or otherwise;

(u) to do all such things as are incidental or conducive to the above objects or any of them;

And it is hereby declared that in the construction of this clause the word 'company' except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or unincorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed not be in any way limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of such paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.

5. The Company's share capital is £10,000 divided into 10,000 shares of £1 each.

The shares in the original or any increased capital may be divided into several classes, and there may be attached to classes of shares any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

We, the subscriber 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 name.

Name, Address and Description of Subscriber	**Number of ordinary shares taken by subscriber**
Temple Secretarial Limited 16 Old Bailey London EC4M 7EG	ONE
TOTAL NUMBER OF SHARES TAKEN UP	ONE

Dated: 9 July 2008

Company No:

THE COMPANIES ACTS 1985–2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

46 Chepstow Villas Limited
(the 'Company')

1. **Preliminary**

1.1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007/2541) and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (SI 2007/2826) (**'Table A'**) shall apply to the Company, save in so far as they are varied or excluded by these Articles. References in these Articles to numbered Regulations are references to Regulations in Table A.

1.2 Save where the context otherwise permits:

(a) **'1985 Act'** means the Companies Act 1985 including any statutory modification or re-enactment of it; and

(b) **'2006 Act'** means the Companies Act 2006 including any statutory modification or re-enactment of it.

1.3 Where a specific reference is made to a section number of the 1985 Act, it shall be interpreted as a reference to that section of the 1985 Act or its equivalent under the 2006 Act then in force.

2. **Share Capital**

The share capital of the Company is £10,000 divided into 10,000 Ordinary Shares of £1 each.

3. **Issue of Shares**

3.1 Subject to the provisions of the Act, to the provisions of these Articles and to any resolution of the Company, for the purpose of s80 of the Act and all other purposes, the directors shall have authority to exercise any power of the Company to offer, allot

or otherwise dispose of any shares, or any other relevant securities in the Company, to such persons, at such times and generally on such terms and conditions as they think proper provided that (in so far as the Company shall not have varied, renewed or revoked the said authority) the directors shall not be authorised to make any offer or allotment of shares in the Company, or grant any right to subscribe for, or to convert any securities into, shares in the Company if such allotment, or an allotment in pursuance of such offer or right, would or might result in the aggregate of the relevant securities in issue exceeding, in nominal value, the amount of the authorised share capital of the Company on the incorporation of the Company, and such limitation shall determine the maximum amount of the relevant securities which at any time remain to be allotted by the directors under this Article 3.1.

3.2 The period within which such authority may be exercised shall be limited to five years, commencing upon the incorporation of the Company.

3.3 Any shares in the Company for the time being unissued shall, before they are issued, be offered to the members in proportion to their existing holdings of shares as nearly as the circumstances admit. Such offer shall be made by notice specifying the number of shares offered and limited to a time within which the offer, if not accepted, will be deemed to be declined. After the expiration of such time or, if earlier, on the receipt of a notice from the person to whom the offer has been made that he declines to accept the shares offered, the directors may subject to these Articles dispose of the same in such manner as they think most beneficial to the Company.

3.4 S89(1) and s90(1) - (6) of the 1985 Act shall not apply to the Company.

4. Transfer and Transmission of Shares

4.1 The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and may be executed solely by or on behalf of the transferor, whether the share is fully paid or not. Regulation 23 shall be modified accordingly.

4.2 The directors may in their absolute discretion and without assigning any reason decline to register the transfer of a share, whether or not it is a fully paid share. Regulation 24 shall not apply to the Company.

5. Lien

The Company shall have a first and paramount lien on every share in the Company, whether fully paid or not, registered in the name of any person, whether as sole or joint holder, indebted to the Company for all monies due to the Company, whether in respect of that share or not. The directors may at any time declare any share 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 any amount payable in respect of it. The registration of a transfer of a share shall operate as a waiver of any lien of the Company. Regulation 8 shall not apply to the Company.

6. **Proceedings at General Meetings**

Unless otherwise determined by ordinary resolution, one person entitled to vote upon the business to be transacted shall be a quorum. Regulation 40 shall be modified accordingly.

7. **Number of Directors**

Unless otherwise determined by ordinary resolution the number of directors (other than alternate directors) shall not be subject to any maximum and the minimum number shall be one. Regulation 64 shall be modified accordingly.

8. **Appointment and Removal of Directors**

8.1 Regulations 76 and 77 (requirements on appointment of directors) shall not apply to the Company.

8.2 Without prejudice to the powers of the directors under Regulation 79, a member or members holding more than half in nominal amount of the issued share capital of the Company shall have power to appoint any person or persons as a director or directors, either as an addition to the existing directors or to fill any vacancy, and to remove from office any director howsoever appointed.

8.3 Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or by their duly appointed attorney or attorneys. Any such instrument may consist of several documents in the like form each signed or approved by one or more of the members or their attorneys (or, in the case of a member which is a body corporate, by a director of it or by a duly appointed representative) and shall take effect upon delivery to the registered office of the Company.

8.4 Regulation 81 shall apply with the addition of sub-clause (f) as follows:

"(f) he is removed from office pursuant to Article 8 of the articles of the company".

9. **Proceedings of Directors**

9.1 Any director may participate in a meeting of the directors by means of telephone or other means of communication whereby all persons participating in the meeting can speak to each other and hear each other speak. Participation in a meeting in this manner shall constitute presence in person at such meeting and be counted in a quorum accordingly.

9.2 If there is an equality of votes at any meeting of the directors, the chairman shall not have a second or casting vote. Regulation 88 shall be modified accordingly.

9.3 The quorum necessary for the transaction of the business of the directors may be fixed by the directors and until so fixed shall be one. Regulation 89 shall be modified accordingly.

10. **Directors' Interests**

Any director who is in any way either directly or indirectly interested in an existing contract or arrangement or a proposed contract or arrangement with the Company who first declares the nature of his interest to a meeting of the directors may vote (and such vote shall be counted) at any meeting of directors or of a committee of directors in relation to any existing or proposed contract or arrangement in which he, or any person with whom he is for any purpose of the Act connected, is directly or indirectly interested. He may also be taken into account in ascertaining whether a quorum is present at any meeting of the directors or of a committee of the directors at which any such contract or arrangement is proposed or considered. Regulation 94 shall be modified accordingly and Regulations 95 and 97 shall not apply to the Company.

11. **Borrowing Powers**

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 of them, and, subject to s80 of the Act, to issue debentures, debenture stock or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

12. **Indemnity**

To the extent permitted by law and, in particular but without limitation, ss232-235 of the 2006 Act, every director, manager, the secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in his capacity as such officer:

12.1 in defending any proceedings (whether civil or criminal) except where he is convicted or judgment is given against him; or

12.2 in connection with any application to the court for relief except where the application is made under s144(3) or (4) of the 1985 Act (acquisition of shares by innocent nominee) or s727 of the 1985 Act (general power to grant relief in case of honest and reasonable conduct) and relief is refused by the court.

Regulation 118 shall be modified accordingly.

Name, Address and Description of Subscriber	**Number of ordinary shares taken**
Temple Secretarial Limited 16 Old Bailey London EC4M 7EG	ONE
TOTAL NUMBER OF SHARES TAKEN UP	ONE

Dated: 9 July 2008