



FILE COPY

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

Company No. 6764006

The Registrar of Companies for England and Wales hereby certifies that

1 KINGS ROAD MEWS LTD

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

Given at Companies House on **2nd December 2008**



N06764006G



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

100835/20

THE COMPANIES ACTS 1985, 1989 & 2006

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-OF-

1 KINGS ROAD MEWS LTD

FRIDAY



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28/11/2008

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COMPANIES HOUSE

1. The Company's name is "1 KINGS ROAD MEWS LTD".
2. The Company's Registered Office is to be situate in England and Wales.
3. (a) The Company's objects are to acquire the freehold property known as **1 Kings Road Mews, St Leonards on Sea, East Sussex, TN37 6DY** (hereinafter referred to as "the property") and to hold the same as an investment for the benefit of the Lessees of the Flats comprised therein.
- (b) To manage, maintain, repair, decorate, insure, upkeep & clean the common parts, fencing, car park areas, roadways and gardens of the property aforesaid and to collect the rents and income thereof and to supply to the lessees the services undertaken by the Lessor under the Leases of the Flats comprised in the property aforesaid and generally to discharge the duties of the freeholder of the property aforesaid from time to time.
- (c) To acquire and deal with or invest in any property real or personal to carry on any trade or business and to erect any buildings and generally to do all acts and things which in the opinion of the Company or the Directors may be conveniently or profitably or usefully acquired or dealt with invested in carried on erected or done by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (d) To do all or any of the following acts or things, viz:- to pay all expenses of and incidental to the formation and registration of the Company; to sell, lease or dispose of any property of the Company; to draw, accept and negotiate negotiable instruments; to borrow money on the security of the undertaking or on all or any of the assets of the Company including uncalled capital; or without security; to invest monies of the Company in such manner as the Directors determine; to promote other Companies; to sell the undertaking of the Company for cash or any other consideration; to distribute among the Members in specie any property of the Company or any proceeds of sale, disposal, or realisation 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.

(e) To lend and advance money or give credit to such persons firms or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to give guarantees or become surety for any such persons firms or companies.

(f) To do all such other things as are incidental to or conducive to the attainment of the above objects or any of them or as are calculated to enhance the value and beneficial advantage of the property aforesaid and the Flats comprised therein.

4. The liability of the members is limited.

5. No person shall be admitted to membership of the Company other than the subscribers hereto and the Lessees from time to time of the Flats comprised in the property aforesaid holding under Head Leases derived immediately out of the freehold interest therein. Section 17 of the Companies Act, 1985 shall not apply to this paragraph.

6. The Company's share capital is £2 divided into 2 Ordinary 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 any such class any preferential deferred or other special rights privileges conditions or restrictions as to dividend capital voting or otherwise.

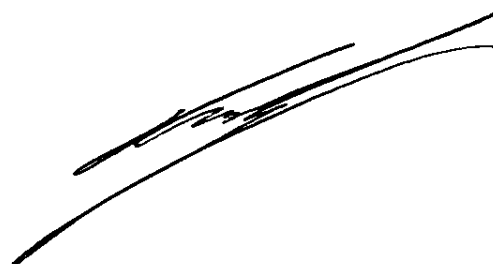
I, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and I agree to take the number of shares shown opposite my respective name.

NAME AND ADDRESS OF
SUBSCRIBER

NUMBER OF SHARES TAKEN
BY THE SUBSCRIBER

DANIEL JAMES DWYER
2 Clovers End
Patcham
Brighton, East Sussex,
BN1 8PJ

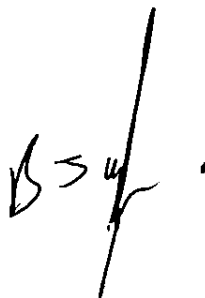
ONE

A handwritten signature in black ink, appearing to read 'D J Dwyer', written over a series of three parallel diagonal lines.

TOTAL SHARES TAKEN - ONE

Dated the 25th day of November 2008.
WITNESS to the above Signature

BETTY JUNE DOYLE
Flat 16, Homecoppice House
1 Park Avenue
Bromley
Kent
BR1 4EF

A handwritten signature in black ink, appearing to read 'B J Doyle', written over a series of three parallel diagonal lines.

THE COMPANIES ACTS 1985, 1989 & 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-OF-

1 KINGS ROAD MEWS LTD

PRELIMINARY

1. The Regulations contained in Table A in The Companies (Tables A to F) (Amendment) Regulations 2007 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company.

In these Articles the expression "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force

2. (a) The Clauses of Table A numbered 2, 3, 24, 32, 76 to 79 inclusive, 87, 89, 102 to 108 inclusive and 110 shall not apply and in lieu thereof and in addition to the remaining Clauses of Table A the following shall be the regulations of the Company.

(b) In Regulation 4 of Table A the word "provisions" shall be substituted for the word "provision".

(c) Regulation 41 of Table A shall apply to this Company as if the word "to" had been inserted between the words "or" and "such".

SHARES

3. The Share Capital of the Company is £2 divided into 2 Ordinary Shares of £1 each.
4. The lien conferred by Clause 8 of Table A shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.
5. The only persons eligible to be members of the Company shall be the subscribers to these Articles and the lessees of the Flats contained in the

property known as **1 Kings Road Mews, St Leonards on Sea, East Sussex, TN37 6DY** (hereinafter called "the Building") or their Personal Representatives and their Successors in Title. Save as aforesaid no shares may be allotted or issued except with the previous sanction of a Special Resolution of the Company in General Meeting.

6. Shares shall be transferred and may only be transferred upon or immediately before a change in the ownership of the Flat in respect of which they are held and to the person becoming or about to become upon such change the owner of the Flat.
7. The price to be paid on the transfer of shares shall in default of agreement between the Transferor and the Transferee be the nominal value of such shares.
8. If the holder of a share refuses or neglects to transfer it in accordance with these Articles the Chairman for the time being of the Directors or, failing him, one of the Directors duly nominated by resolution of the Board for that purpose, shall forthwith be deemed to be the duly appointed Attorney of that holder with full power in his name and on his behalf to execute complete and deliver a transfer of the share to the person to whom it should be transferred thereunder and the Company may receive and give a good discharge for the purchase money and enter the name of the Transferee in the Register of Members as the holder by transfer of that share.
9. If more than one person is jointly the owner of a Flat those persons shall jointly hold the corresponding share in the Company but shall have only one vote in right of such share whether as members or Directors which shall be cast by the Holder whose name first appears in the Register of Members.
10. Upon the death or bankruptcy of a member unless his Personal Representatives or Trustee in Bankruptcy shall within 90 days from such event execute a valid transfer or request for registration of the member's share to a permitted holder of the share including if applicable themselves, the Directors shall be empowered to authorise one of their number to execute a transfer to a permitted holder of the said share on behalf of those entitled to the same.
11. In the event of a permitted holder ceasing to be a tenant of a Flat contained in the Building (a) he shall not be entitled to exercise any of the powers of a member of the Company (b) he shall cease to be a Director of the Company and (c) in default of his executing a transfer of his share within one month after such event the Directors may authorise some person to transfer the share to any other person qualified to be the permitted holder thereof.

SECRETARY

12. The first Secretary of the Company (if required) shall be the person named as the first Secretary of the Company in the statement delivered under Section 10 of the Companies Act, 1985.

DIRECTORS

13. The number of Directors shall not be less than one nor more than two. The first Director or Directors of the Company shall be the person or persons named as the First Director or Directors of the Company in the statement delivered under Section 10 of the Companies Act, 1985. The qualification for a Director shall be the holding of one share in the Company. The Office of a Director shall be vacated if he shall cease to hold his share qualifications. Regulations 44 and 64 of Table A shall not apply to the Company.
14. The Company may by Ordinary Resolution appoint any member who is willing to act to be a Director, either to fill a vacancy or as an additional Director subject to being recommended by the Directors. Any person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.
15. The Directors shall not be required to retire by rotation and Regulations 76 to 79 (inclusive) of Table A shall not apply. All the members of the Company for the time being shall be eligible to be its Directors provided that a member being a body corporate shall not be a Director but shall appoint a natural person to be a Director and provided also that any one of any two or more joint holders of a share shall be entitled to hold office at any one time and in the case of such holders the first person named in the Register of Members of the Company shall be the Director.
16. Provided that any Director declares his interest in a contract or arrangement or a fresh contract or arrangement or a fresh contract or arrangement of the Company in manner provided by Section 317 of the Companies Act, 1985 such Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement where he has previously disclosed his interest to the Company or in respect of his appointment to any office or place of the relevant Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting of which any such matter is considered. Regulation 94 of Table A shall not apply to this Company.
17. The quorum necessary for the transaction of the business of the Directors shall be one.

BORROWING POWERS OF DIRECTORS

18. The Directors may exercise all the powers of the Company to borrow money whether in excess of the nominal amount of the Share Capital of the Company for the time being issued or not and to mortgage or charge its undertaking and 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.

ALTERNATE DIRECTOR

19. No person who is not a member of the Company shall be capable of being appointed an alternate director. Regulation 65 of Table A shall be modified accordingly.

- (i) Unless otherwise determined by the Company in general meeting by Ordinary Resolution 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 such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Regulation 66 in Table A shall be modified accordingly.
- (ii) A director, or any other member approved by resolution of the directors and willing to act, 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.

AUDITORS

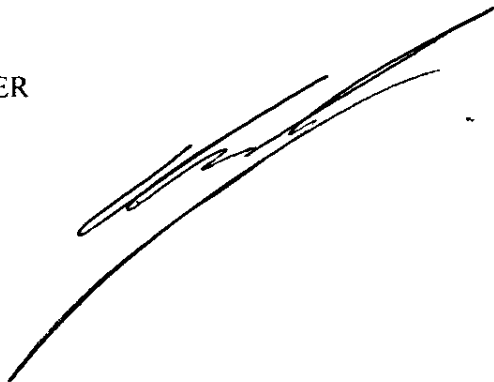
20. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

21. The persons mentioned in Clause 116 of Table A (being the persons on whom the ownership of a share devolves as personal representatives or trustee in bankruptcy of a member) shall not, unless and until they become members of the Company, be entitled to receive notices of meetings of the Company.

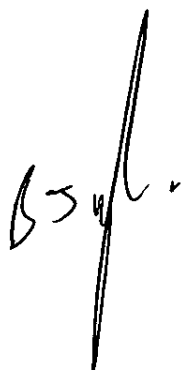
NAME AND ADDRESS OF SUBSCRIBER

DANIEL JAMES DWYER
2 Clovers End
Patcham
Brighton, East Sussex
BN1 8PJ

A handwritten signature in black ink, appearing to read 'Dwyer', written over a long, sweeping horizontal line.

DATED the 25th day of November 2008.
WITNESS to the above Signature

BETTY JUNE DOYLE
Flat 16, Homecoppice House
1 Park Avenue
Bromley
Kent
BR1 4EF

A handwritten signature in black ink, appearing to read 'B. Doyle', written over a long, sweeping horizontal line.



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

CHWP000

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Declaration on application for registration

Company Name in full

1 KINGS ROAD MEWS LTD

I, DANIEL JAMES DWYER

of 2 CLOVERS END, BRIGHTON, EAST SUSSEX, BN1 8PJ.

† 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

Eldon Park House 43 Church Road Wimbledon Village London SW19 5DQ

Day Month Year

On

25 11 2008

● Please print name.

before me ●

JENNIFER ANNE BAILLIE PALMER

Signed

Jennifer Anne Baillie Palmer

Date

25-11-08

† A Commissioner for Oaths or Notary Public or Justice of the Peace or 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.

D & D LAW AGENCY

DX 31638

Tel ORPINGTON

DX number

DX exchange

Companies House receipt date barcode

*This form has been provided free of charge
by Companies House.*

Form revised 10/03

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



Companies House

for the record

10

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office

Company Name in full

1 KINGS ROAD MEWS LTD

Proposed Registered Office

(PO Box numbers only, are not acceptable)

LINDEN HOUSE

COURT LODGE FARM, WARREN ROAD

Post town

CHELSEFIELD

County / Region

KENT

Postcode

BR6 6ER

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

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
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searchers of the public record.

D & D LAW AGENCY SERVICES LIMITED

Tel 01689 898952

DX number 31638

DX exchange ORPINGTON

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or

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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 KINGS ROAD MEWS LTD

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address **

** 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.

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

DANIEL JAMES

Surname

DWYER

Previous forename(s)

Previous surname(s)

Address **

** 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.

2 CLOVERS END

Post town

BRIGHTON

County / Region

EAST SUSSEX

Postcode

BN1 8PJ

Country

U.K.

Day Month Year

Date of birth

2 1 0 5 1 9 7 5

Nationality

BRITISH

Business occupation

DIRECTOR

Other directorships

D & D LAW AGENCY SERVICES LIMITED

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

Consent signature

Date

25-11-08

Directors (see notes 1-5)

Please list directors in alphabetical order

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

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



Date

25-11-08

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date