

FILE COPY



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

Company No. 4284048

The Registrar of Companies for England and Wales hereby certifies that
50-85 BURTON COURT 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 10th September 2001



N04284048H



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Please complete in typescript, or in bold black capitals.

Declaration on application for registration

CHWP007

Company Name in full

50-85 BURTON COURT LIMITED

I,

Tally Maor-Moscona

of

45 Pont Street London SW1X 0BX

† 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

1 Cadogan Gls London S.W.1 X 0AL

Day Month Year

On

- 6 - 9 2001

Ⓜ Please print name.

before me "

JAMES PRICE

Signed

J. Maor-Moscona

Date

6-9-2001

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.

Pemberton Greenish (Ref: TMM)

45 Pont Street London SW1X 0BX

Tel **020 7591 3333**

DX number **38166**

DX exchange **Knightsbridge**



A48
COMPANIES HOUSE
AZF813UC
0475
07/09/01

Form revised June 1998

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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

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of registered office

CHWP007

Notes on completion appear on final page

Company Name in full

50-85 Burton Court Limited

Proposed Registered Office

45 Pont Street

(PO Box numbers only, are not acceptable)

Post town

London

County / Region

Postcode

SW1X 0BX

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

Pemberton Greenish

Address

45 Pont Street

Post town

London

County / Region

Postcode

SW1X 0BX

Number of continuation sheets attached

Please give the name, address,
telephone number and, if available, a DX
number and Exchange of the person
Companies House should contact if there
is any query.

Pemberton Greenish (Ref: TMM)

45 Pont Street, London SW1X 0BX

Tel **020 7591 3333**

DX number **38166** DX exchange **Knightsbridge**



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for companies registered in Scotland **DX 235 Edinburgh**

bsiml] eonimom vent2 no9

Company Secretary (see notes 1-5)

Company name

50-85 Burton Court Limited

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

PG Secretarial Services Limited

Surname

Previous forename(s)

Previous surname(s)

Address

45 Pont Street

Usual residential address

For a corporation, give the registered or principal office address.

Post town

London

County / Region

Postcode

SW1X 0BX

Country

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

Consent signature

Paul Gester
For and on behalf of

Date

06.09.01

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Pont Street Nominees Limited

Surname

Previous forename(s)

Previous surname(s)

Address

45 Pont Street

Usual residential address

For a corporation, give the registered or principal office address.

Post town

London

County / Region

Postcode

SW1X 0BX

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

see attached list

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

Consent signature

Paul Gester
For and on behalf of

Date

06.09.01

Pont Street Nominees Limited

Directors (continued) (see notes 1-5)

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				
<i>Usual residential address</i>				
For a corporation, give the registered or principal office address.				
	Post town	<input type="text"/>		
	County / Region	<input type="text"/>	Postcode	<input type="text"/>
	Country	<input type="text"/>		
	Date of birth	Day <input type="text"/>	Month <input type="text"/>	Year <input type="text"/>
				Nationality <input type="text"/>
	Business occupation	<input type="text"/>		
	Other directorships	<input type="text"/>		
		<input type="text"/>		
	I consent to act as director of the company named on page 1			
	Consent signature	<input type="text"/>	Date	<input type="text"/>

This section must be signed by

Either

an agent on behalf of all subscribers

Signed

Pemberton Greenish

Date

6.9.01

Or the subscribers

Signed

Date

(i.e those who signed as members on the memorandum of association).

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.

LIST OF DIRECTORSHIPS

PONT STREET NOMINEES LIMITED

RESIGNED

Flat 6 KC Limited

9 Phillimore Place Limited

Hackwood Water Company Limited

Kouts Limited

55 Pont Street Limited

66 Pont Street Limited

Lee & Pembertons Limited

Clerkenwell Central Limited

82 Cornwall Gardens Limited

41 Strathblaine Road Limited

12 Stanlake Road Limited

55/57 St. John's Villas Limited

Ozecom Limited

05.04.2000

Redcliffe Mews Limited

28.09.2000

29 Kensington Court Limited

29.07.2001

Flat 5 KC Limited

29.07.2001

Internos Books Limited

09.03.2000

41 Danbury Street Limited

08.01.2001

73 Harrington Gardens Limited

01.05.2001

Shared Value Limited

04.01.2000

Antelope Underwriting Limited

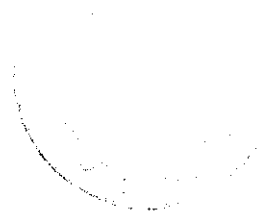
25.01.2000

L284048
COURTS 102027

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

36
2



MEMORANDUM OF ASSOCIATION

of

829909

50-85 BURTON COURT LIMITED

1. The Company's name is "50-85 Burton Court Limited".
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are:
 - (a) To acquire the freehold title to the building comprising 36 flats situate and known as 50-85 Burton Court, Franklin's Row, London SW3 4SY/4SX in the Royal Borough of Kensington and Chelsea together with the land held with the same and to grant leases of the said flats to the shareholders on such terms as may from time to time seem expedient.
 - (b) To manage and administer the said property and in particular to provide such services for the residents thereof and to carry out such reconstruction, renewal, repairs, maintenance or renovation thereto as the directors may consider necessary or desirable and to provide or procure the provision of such services as may be required or expedient.
 - (c) To purchase or sell, to take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of for any estate or interest any real or personal property, and such other rights and interest in property as the Company shall think fit.
 - (d) To carry on any other trade or business whatever which, in the opinion of the directors, can be advantageously carried on in connection with or ancillary to the business of the Company or is calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.
 - (e) To borrow or raise or secure the payment of money for the purposes of or in connection with the business of the Company and to mortgage or charge the undertaking and all or any of the real and personal property and assets, present or future, of the Company upon such terms as the directors may determine.
 - (f) To invest and deal with the moneys of the Company not immediately required and hold and deal with any investment so made in such manner as the directors may determine.



(g) To lend or advance money and to give credit and to enter into guarantees or indemnities of any kind, whether secured or unsecured, and whether in respect of its own obligations or those of some other person or company in such circumstances and upon such terms as the directors may think fit.

(h) To remunerate any person, firm or company for services rendered, or to be rendered, to, or in connection with the conduct of the business of, the Company.

(i) 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).

(j) To pay or agree to pay all or any of the promotion, formation and registration expenses of the Company

(k) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the members is limited.

5. The Company's share capital is £36 divided into 36 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.

Name and address and description of subscribers	Number of shares taken by each subscriber
---	---

Paul Specter

**For and on behalf of
Pont Street Nominees Limited**

**Pont Street Nominees Limited
45 Pont Street
London SW1X 0BX**

One

Paul Specter

**For and on behalf of
PG Secretarial Services Limited**

**PG Secretarial Services Limited
45 Pont Street
London SW1X 0BX**

One

Dated the *6th* day of *September* 2001

Witness to the above Signatures:

AM

**Tally Maor-Moscona
45 Pont Street
London SW1X 0BX**

Solicitor

11

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

50-85 BURTON COURT LIMITED

PRELIMINARY

1. In these Articles:-

"*Building*" means the property referred to in Clause 3(a) of the Memorandum of Association of the Company.

"*Flat*" means a flat forming part of the Building.

"*Owner*" in relation to a Flat means such of the parties named below (or a successor in title to any of such parties) who shall on or before 1st October 2001 have entered into a participation agreement in relation to the purchase of the freehold of the Building and any other party whom all the members of the Company shall unanimously agree in writing to treat as an Owner and the successors in title to any such party.

<u>Owners</u>	<u>Flat</u>
Dorothy Mary Harrison & Sophie Louise Eastwood	50
Jonathan Charles William Da Silva Clamp & Kendall Anne Clamp	51
Geoffrey Hyman Lipman	52
Barry Charles Polley	53
Mrs Singer-Lawrence	54
Robert Keith Morgan	55
Lady Irene Patricia Layfield	56

David Robin Raw & Jane Harriet Raw	57
Catherine Audrey Hudson	58
Paul Granville Jacobs	59
Brian Gordon Murphy & Judith Ann Murphy	60
Merlin Group Securities Limited	61
Lord Robert James Byron	62
Barry Stanley Thorne	63
Robert Stewart Napier & Patricia Gray Napier	64
Rosemary Anne Alexander	65
Sarah Anne Fleming	66
Ingrid Pillans	67
Jonathan McNeil Neil Squire & Nicola June Lamboll Squire	69
Charles Patrick Hazelhurst & Annsybella Sarah Penelope Hazlehurst	70
Julia Jasmine Temple	71
Peter John Goodford & Carol Patricia Goodford	72
Angela Lucy Partridge	73
Delicia Jean Faith Roe	74
Michael James Bay Green & Ann Eila Green	75
Charles Mark Johnson Dobell	76
Michael James Bay Green & Ann Eila Green	77
George Tesla-Teslenko	78
Lady Fiona Diana Lennox Astor	79
Nicola Frances Ross-Farrow	80

Jocelyn Dalziel Reid	81
Carl Gerald Belfrage	82
Michael James Bay Green & Ann Eila Green	83
Aldwick Investments Limited	84
Lady Jennifer Green	85

"Table A" means Table A in The Companies (Tables A to F) Regulations 1985.

"the Act" means the Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force

2. (a) Subject as hereinafter provided or except where inconsistent with the provisions hereinafter contained, the regulations contained in Table A shall apply to the Company.
- (b) Regulations 2 to 4 inclusive, 8 to 22 inclusive, 24, 40, 68, 73-78, 80, 89, 94-98, 101 and 110 of Table A shall not apply to the Company.

ALLOTMENT, TRANSFER AND TRANSMISSION OF SHARES

3. The Company is a private company and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited. The Company shall not have power to issue share warrants to bearer.

4. Subject as hereinafter provided and to any directions contained in any resolution or resolutions of the Company creating the same, the unissued shares of the Company shall be under the control of the directors who may allot, grant options over or otherwise dispose of the shares. The provisions of Section 89(1) and Section 90(1) to (6) of the Act shall not apply to the Company. The maximum number of shares which may be allotted pursuant to this authority shall be the entire unissued authorised share capital of the Company and this authority will expire five years after the date of incorporation of the Company provided that it may be extended for further periods of up to five years by ordinary resolution of the Company

5. All sums payable to the Company in respect of the allotment of any share at nominal value shall be paid in full on or before the date of the allotment, and no share shall be allotted other than as a fully paid share.

6. Except as to shares subscribed for by and issued to the subscribers to the Memorandum of Association of the Company no share shall be allotted to a person other than an Owner. A share allotted to an Owner or transferred to an Owner by a subscriber to the Memorandum of Association in respect of a Flat owned by such Owner shall be deemed to be allocated to such Flat.

7. (a) Each Owner will retain any share or shares allotted or transferred to him whilst he remains the Owner of the relative Flat to which such share or shares are allocated and on ceasing to be the Owner of such Flat will

transfer such share or shares to the new Owner and save and except for transfers by the subscribers to the Memorandum of Association of the Company of the shares subscribed for by them, a share in the Company shall be transferred only upon or after a change in the ownership of the Flat to which the share has been allocated.

- (b) The price to be paid upon the transfer of a share shall be its nominal value.
- (c) If upon the change of ownership of a Flat the holder of a share or shares allocated to that Flat refuses after being requested in writing so to do by the secretary of the Company or neglects for a period of one month after the date of such change of ownership to transfer such share or shares in accordance with these Articles to the Owner for the time being of that Flat the directors may by resolution appoint some person to transfer such share or shares to the Owner for the time being of such Flat and a transfer by such person shall be effective and the transferee or transferees shall be registered as the holder or holders of such share or shares, and as against the former registered holder and all persons claiming through him, shall be absolutely entitled to the same. The Company may receive the purchase money on the transferor's behalf and give a good receipt therefor.

8. The directors shall not register any transfer of a share other than a transfer of a share pursuant to Article 7.

9. An instrument of transfer need not be signed by or on behalf of the transferee and in regulation 23 of Table A the words from "and, unless" to the end shall be omitted.

PROCEEDINGS AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the directors and auditors, and the appointment of, and the fixing of the remuneration of, the auditors.

11. At the end of regulation 38 of Table A there shall be inserted the following: "In every notice of a general meeting there shall appear the statement referred to in Section 372(3) of the Act, in relation to the right of members to appoint proxies". In regulation 59 of Table A the second sentence shall be omitted.

12. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business: save as herein otherwise provided, four members present in person or by proxy shall be a quorum. At the end of regulation 41 of Table A there shall be inserted the following: "If within half an hour from the time appointed for the holding of an adjourned meeting a quorum is not present, the meeting shall be dissolved."

VOTES

13. Subject to the Act, no resolution of the members shall be passed as an ordinary resolution unless a majority of the members present in person or by proxy at the meeting at which the resolution is proposed shall vote in its favour or on a poll unless a majority of the votes which the members present in person or by proxy are entitled to cast are cast in its favour.

14. A member shall not be entitled to vote at any general meeting for so long as any moneys in respect of service charge presently owing by him and demanded by the Company remain unpaid after the date fixed for payment.

DIRECTORS

15. Until two or more Owners shall have been appointed directors of the Company a sole director may exercise all the powers and carry out all the duties assigned to directors. Thereafter, unless otherwise determined by ordinary resolution the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than two.

16. The quorum for the transaction of the business of the directors shall be two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.

17. In addition and without prejudice to the provisions of section 303 of the Act, the Company may by Ordinary Resolution remove any director before the expiration of his period of office. Subject to the provisions of Table A and Section 303(2) of the Act, the Company may by Ordinary Resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director. In regulation 38 of Table A the words "or a resolution appointing a person as a director" shall be omitted.

18. From the time that two or more Owners shall have been appointed directors of the Company the qualification of a director shall be the holding of one share in the Company provided that if any director having so qualified shall cease to hold one share in the Company his appointment as a director shall automatically determine and his office of director shall be immediately vacated. A duly appointed representative of a corporate member shall be qualified to act as a director under this Article by virtue of the holding by that corporate member of a share in the Company.

19. The Directors need not retire by rotation. The last two sentences of regulation 79 of Table A shall be deleted.

20. A 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.

21. A director shall not be entitled to vote at a meeting of the directors or a meeting of a committee of the directors or sign a written resolution so long as any moneys in respect of service charge presently owing by him (or where he is a duly appointed representative of a corporate member owing by such corporate member) and demanded by the Company remain unpaid after the date fixed for payment.

BORROWING POWERS

22. 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 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.

DIRECTORS' INTERESTS

23. A director may vote in respect of any contract or arrangement in which he, or any person with whom he is connected, is interested and be counted in the quorum present at any meeting of the directors or any General Meeting of the Company at which any such contract or arrangement is proposed or considered, and if he shall so vote, his vote shall be counted.

ALTERNATE DIRECTORS

24. An appointment or removal of an alternate director may be effected at any time by notice in writing to the Company given by his appointor. An alternate director may also be removed from his office by not less than twenty four hours' notice in writing to the Company and to the appointor given by a majority of his co-directors.

INDEMNITY

25. Subject to the provisions of Section 310 of the Act, and in addition to such indemnity as is contained in regulation 118 of Table A, every director, 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 or about the execution and discharge of the duties of his office.

MISCELLANEOUS

26. Table A shall be further modified as follows:-

- (a) in regulation 37 the words "within the United Kingdom" shall be deleted;
- (b) in regulation 88 the third sentence shall be deleted;
- (c) in regulation 88 the fifth sentence shall be deleted and in case of equality of votes the chairman shall not have a second or a casting vote;
- (d) in regulation 112 the words "(or to such other address, whether within or outside the United Kingdom, as he may supply to the Company for that purpose)" shall be inserted after "registered address";
- (e) regulation 116 shall be modified by the substitution of the words "at the address, if any, whether within or outside the United Kingdom" for the words "the address, if any, within the United Kingdom".

Name and address and
description of subscribers

Paul Gester

**For and on behalf of
Pont Street Nominees Limited**

Pont Street Nominees Limited
45 Pont Street
London SW1X 0BX

Paul Gester

**For and on behalf of
PG Secretarial Services Limited**

PG Secretarial Services Limited
45 Pont Street
London SW1X 0BX

Dated the *06* day of *September* 2001

Witness to the above signatures:

Tally Maor-Moscona

Tally Maor-Moscona
45 Pont Street
London SW1X 0BX

Solicitor

1950

1951