

COMPANY NUMBER:- 4453477

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF

51 SHERRIFF ROAD FREEHOLD MANAGEMENT LIMITED

PASSED ON 2ND JUNE 2002

At an Extraordinary General Meeting of the Company
held at 8/10 STAMFORD HILL LONDON N16 6XZ

On 2ND JUNE 2002

The following resolution was duly passed as a special
resolution:-

"That the Articles of Association should be
deleted and a new Articles of Association is to be
inserted in its place.



CHAIRMAN



A50
COMPANIES HOUSE

A162XBY6

0645
25/06/02

COMPANY LIMITED BY SHARES

Articles of Association of

51 SHERRIFF ROAD FREEHOLD MANAGEMENT LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Table A in the Companies (Tables A-F) Regulations 1985 (hereinafter referred to as Table A) shall apply to the Company.
2. Regulations 2, 3 40, 64, 73-80 (inclusive), 94, 95, 96 and 99 of Table A aforesaid shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

CAPITAL

3. The initial share capital of the Company is £4 divided into 4 shares of £1 each.
- 3a. Notwithstanding anything herein which may appear to the contrary the total share capital of the company shall be raised by allocation to 4 ordinary shares of £1 each. No person other than the persons for the time being registered or entitled to be registered as proprietors of the flat in the building shall be entitled to hold such shares. Moreover no such qualifying persons shall hold more than 1 share for each flat in respect of which he or she or they are the registered proprietors or alternatively entitled to be registered as such. For the purpose of abundant clarification the term "person" shall be deemed to include a group of persons acting in joint capacity companies institutions or any other legal entities. No more allocations of any shares other than the aforesaid 4 ordinary shares of £1 shall be made.

TRANSFER OF SHARES

1. No share shall be transferable save to a transferee who is the transferor's lawful successor in title to the flat previously held by the transferor.

DIRECTORS

2. No person shall be appointed a Director at any general meeting unless:-
 - (a) he is recommended by the Directors; or
 - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment stating the particulars that would, if he were so appointed, be required to be included in the Company's register of Directors together with notice executed by that person of his willingness to be appointed.
3. Subject as aforesaid, 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.
4. The Directors may appoint a person 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 fixed by or in accordance with the articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting but shall be eligible for reappointment at such annual general meeting. If not so re-appointed he shall vacate office at the conclusion thereof.

5. A Director who has disclosed his interest in accordance with Regulations 85 and 86 of Table A and the provision of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum at any meeting at which such contract or proposed contract or arrangement is being considered.
6. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.
7. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorize a Director to act as Auditor for the Company.
8. The Company shall not be subject to Section 293 of the Act, and accordingly any person may be appointed or elected as a Director whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attended to age of seventy years or any other age.

BORROWING POWERS

9. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to Section 80 of the Act, to issue 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.

SECRETARY

10. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. If at any time there shall be no Secretary or for any reasons no Secretary capable of acting, the Directors may appoint an assistant or deputy Secretary.

DIRECTORS

11. The first Director of Directors of the Company shall be the persons named in the statement delivered under Section 10 of the Act.
12. Unless and until otherwise determined by the Company in General meeting the number of Directors (other than alternate directors) shall not be less than one. If any time and from time to time there shall be only one Director (other than alternate directors) of the Company such Director may act alone in exercising all the powers, discretion's and authorities vested in the Directors, and regulation 89 in Table A shall be modified accordingly.

SECRETARY

13. The first Secretary of the Company shall be the person named in the statement delivered under section 10 of the Act.

NAMES, ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS

GERALD LEWIN
1st Floor Offices
8-10 Stamford Hill
London N16 6XZ

Company Registration Agent

MICHAEL HOLDER
1st Floor Offices
8-10 Stamford Hill
London N16 6XZ

Company Registration Agent

Dated this 10TH day of MAY 2002

WITNESS to the above signatures

VIVIENNE LEWIN
1st Floor Offices
8-10 Stamford Hill
London N16 6XZ

Company Director