

FILE COPY



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

Company No. 3820825

The Registrar of Companies for England and Wales hereby certifies that
10 AVONDALE ROAD MANAGEMENT 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 5th August 1999



N03820825F



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E

HC007B



Companies House
— for the record —

12

Declaration on application for registration

Please complete in typescript,
or in bold black capitals.

CHFP000

Company Name in full

[Empty box]

10 AVONDALE ROAD MANAGEMENT
LIMITED

I, WILDMAN & BATTELL LIMITED
of BRIDGE HOUSE, 181 QUEEN VICTORIA STREET, LONDON EC4V 4DZ

† Please delete as appropriate.

do solemnly and sincerely declare that I am a ~~solely engaged director~~
~~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

For and on behalf of
WILDMAN & BATTELL LIMITED

Declared at BRIDGE HOUSE, 181 QUEEN VICTORIA STREET, LONDON EC4V 4DZ

Day Month Year

On 30 07 19 99

• Please print name.

before me • MARTIN WILLIAM BENTLEY

Signed

[Signature]

Date

30-7-99

† 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.

SANDAY COMPANY SERVICES LIMITED
BRIDGE HOUSE
181 QUEEN VICTORIA STREET
LONDON EC4V 4DZ Tel
0171 236 2370
DX number DX exchange



Form revised June 1998

When you have completed and signed the form please send it to the
Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF4 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



Companies House

for the record

10

Please complete in typescript, or in bold black capitals.

CHFP000

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

[Empty box]

Company Name in full

10 AVONDALE ROAD MANAGEMENT LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

BRIDGE HOUSE

181 QUEEN VICTORIA STREET

Post town

LONDON

County / Region

[Empty box]

Postcode

EC4V 4DZ

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.

[Empty box]

Agent's Name

SAME DAY COMPANY SERVICES LIMITED

Address

BRIDGE HOUSE

181 QUEEN VICTORIA STREET

Post town

LONDON

County / Region

[Empty box]

Postcode

EC4V 4DD

Number of continuation sheets attached

[Empty box]

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.

SAME DAY COMPANY SERVICES LIMITED
BRIDGE HOUSE 181 QUEEN VICTORIA STREET
LONDON EC4V 4DZ Tel 0171 236 2970
DX number DX exchange



When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 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

Company Secretary (see notes 1-5)

Company name **10 AVONDALE ROAD MANCHESTER LIMITED**

NAME *Style / Title _____ *Honours etc _____

* Voluntary details Forename(s) _____

Surname **SAME DAY COMPANY SERVICES LIMITED**

Previous forename(s) _____

Previous surname(s) _____

Address

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

BRIDGE HOUSE

181 QUEEN VICTORIA STREET

Post town **LONDON**

County / Region _____ Postcode **EC4V 4DZ**

Country _____

I consent to act as secretary of the company named on page 1
for and on behalf of
SAME DAY COMPANY SERVICES LIMITED Date **30/7/99**

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title _____ *Honours etc _____

Forename(s) _____

Surname **WILDMAN & BATTELL LIMITED**

Previous forename(s) _____

Previous surname(s) _____

Address

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

BRIDGE HOUSE

181 QUEEN VICTORIA STREET

Post town **LONDON**

County / Region _____ Postcode **EC4V 4DD**

Country _____

Day Month Year
Date of birth **not applicable** Nationality _____

Business occupation **A LIMITED COMPANY**

Other directorships _____

I consent to act as director of the company named on page 1
for and on behalf of
WILDMAN & BATTELL LIMITED Date **30/7/99**

Directors (continued) (see notes 1-5)

NAME *Style / Title *Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

Post town

County / Region Postcode

Country

Date of birth Day Month Year **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

Signed **Date**

Or the subscribers

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

Signed **Date**

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.

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3820825



The Companies Acts 1985 to 1989

COMPANY LIMITED BY SHARES

008122

Memorandum of Association

008122

of

10 AVONDALE ROAD MANAGEMENT LIMITED

1. The name of the Company is "10 AVONDALE ROAD MANAGEMENT LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) (i) To undertake the management and administration of flats, maisonettes, dwellinghouses, shops, offices, and other accommodation and to provide such services for the tenants and residents thereof and to carry out such reconstruction, renewal, repairs, maintenance or renovations thereto as may be necessary or desirable.
 - (ii) To manage any land, buildings, or other property, and to collect rents and income, and to supply to lessees, residents, tenants, occupiers and others, heating, lighting, cleaning, gas, water and electricity and other necessary services, refreshments, attendants, messengers, waiting rooms, reading rooms, meeting rooms, gardens, conveniences, lifts, garages, and other advantages and amenities and to maintain the same and in connection therewith to engage and employ such servants, gardeners and other persons; and to carry on the businesses of caterers, proprietors of restaurants, cafes, clubs, refreshment rooms, concert halls, dance halls, baths, dressing rooms, laundries, libraries, reading, writing and newspaper rooms and rooms for public and private use, and places of amusement, recreation, sports, entertainment, dancing and instruction; licensed victuallers, provision merchants, bakers, confectioners, tobacconists, market gardeners, dairymen, butchers, garage proprietors, insurance agents, property repairers and jobbers, house, land and estate agents, and general merchants, agents, factors, traders and brokers.
 - (B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof.
 - (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
 - (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways,

319427
SAME-DAY COMPANY SERVICES LIMITED
BRIDGE HOUSE
181 QUEEN VICTORIA STREET
LONDON EC4V 4DZ
TEL: 0171 236 2970

1.



tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purpose of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to 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 or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances.
- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings of the Company is interested, whether directly or indirectly.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (I) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 736 of the Companies Act, 1985, or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.
- (J) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 736 of the Companies Act, 1985, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters

aforesaid either alone or in conjunction with any such other company as aforesaid.

- (K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (N) To accept payment for any property or rights sold or otherwise dispose of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (O) To enter into any partnership or joint-purse arrangement or arrangement of sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this 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.
- (P) 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 this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (S) To amalgamate with any other company whose objects are or include objects similar to those of this 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 as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any

arrangement of the nature of partnership, or in any other manner.

- (T) To subscribe or guarantee money for or organise or assist any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (U) To distribute among the member 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.
- (V) 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, sub-contractors or otherwise.
- (W) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The income and property whatsoever and wheresoever derived of the Company shall be applied solely towards the promotion of the objects of the Company as herein set forth and no part thereof shall be paid or transferred either directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Company but so that nothing herein contained shall prevent the payment in good faith of remuneration to any director, officer or servant of the Company or to any member of the Company in return for services rendered to the Company.

5. The liability of the Members is limited.

6. The share capital of the Company is £6 divided into 6 shares of £1 each.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

Number of shares
Taken by each
subscriber

WILDMAN & BATTELL LIMITED,
Bridge House,
181, Queen Victoria Street,
London.
EC4V 4DD

ONE

for and on behalf of Wildman & Battell Limited.



SAME-DAY COMPANY SERVICES LIMITED,
Bridge House,
181, Queen Victoria Street,
London.
EC4V 4DD

ONE

for and on behalf of Same-Day Company Services Limited



Dated this 30th day of July 1999

WITNESS to the above signatures -



MAXINE CARPENTER,
20, Worsdell Way,
Colchester,
Essex. CO4 5WQ

The Companies Acts 1985 to 1989

COMPANY LIMITED BY SHARES

Articles of Association

of

10 AVONDALE ROAD MANAGEMENT LIMITED

PRELIMINARY

1. Regulations 24, 40 and 64 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") 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.

2. The Company is a private Company.

MEMBERSHIP

3. In this and the following Articles:

"Dwelling" means a flat or maisonette, messuage or dwellinghouse comprised in any property for the time being managed by the Company pursuant to Sub-Clause (A) of Clause 3 of the Memorandum of Association.

"Dwellingholder" means the person or persons to whom the Lease of a dwelling has been granted, or who are the owners in fee simple of a dwelling; and so that, whenever two or more persons are for that time being joint Dwellingholders of any one dwelling, they shall for all the purposes of these Articles be deemed to constitute one Dwellingholder.

4. 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 signed such Memorandum. Save as aforesaid no Shares shall be allotted or transferred to any person who is not a Dwellingholder.

5. (A) If any Dwellingholder parts with his interest in the dwelling 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 shall transfer his Share in the Company to the person or persons becoming Dwellingholder of the said dwelling in his place.

(B) The price to be paid on the transfer of every Share under this Article shall, unless the transferor and transferee otherwise agree, be its nominal value.

(C) If the holder of a Share (or his legal personal representative) refuses or neglects to transfer it 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 person to whom, the same ought to be transferred hereunder; and the Company may give a good discharge for the purchase money and enter the name of the transferee of the said Share in the Register of Members as the holder thereof.

6. If a Member shall die or be adjudged bankrupt, his legal personal representative or representatives or the trustee in his bankruptcy shall be entitled to be registered as a Member of the Company, provided he or they shall for the time being the Dwellingholder of the dwelling formerly held by such deceased or bankrupt Member.

7. The Directors may refuse to register any transfer of Shares and shall so refuse in the case of any transfer made in contravention of the foregoing provisions.

GENERAL MEETINGS

8. Clause 41 of Table A shall be read and construed as if the words "Meeting shall stand adjourned" were substituted for the words "Members present shall be a quorum".

DIRECTORS

9. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be more than seven but need not exceed one. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A.

10. The first Director or Directors of the Company shall be the person or persons named in the Statement delivered under Section 10 of the Companies Act 1985.

11. 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.

12. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 94 in Table A shall be modified accordingly.

13. 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 attained the age of seventy years or any other age.

ALTERNATE DIRECTORS

14. Any Director may appoint any person approved by the Board to be an Alternate Director and may at any time revoke any such appointment. An Alternate Director shall be entitled to receive notice of and to attend and vote at Meetings of Directors, but shall not be entitled to any remuneration from the Company. Any appointment or revocation made under this Article shall be in writing under the hand of the Director making the same.

EXPENSES

15. The Members 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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

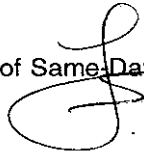
WILDMAN & BATTELL LIMITED,
Bridge House,
181, Queen Victoria Street,
London.
EC4V 4DD

for and on behalf of Wildman & Battell Limited



SAME-DAY COMPANY SERVICES LIMITED,
Bridge House,
181, Queen Victoria Street,
London.
EC4V 4DD

for and on behalf of Same-Day Company Services Limited



Dated this 30th day of July

1999

WITNESS to the above signatures -



MAXINE CARPENTER,
20 Worsdell Way,
Colchester.
Essex. CO4 5WQ