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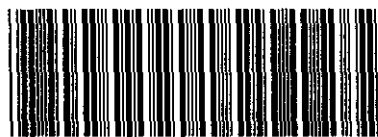
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 4256056

The Registrar of Companies for England and Wales hereby certifies that  
45 MILLERS ROAD 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 20th July 2001



\*N04256056F\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

HC007B



SEVERNSIDE  
company services

Please complete in typescript,  
or in bold black capitals.

CHFP096

F-37-58

3/2

12

Declaration on application for registration

Company Number

4256056

Company Name in full

45 MILLERS ROAD LIMITED

I,

Philip Mark Wilson (For and on behalf of Severnside Secretarial Limited)

of

1st Floor, 14-18 City Road, Cardiff, CF24 3DL

do solemnly and sincerely declare that I am a <sup>†</sup> [~~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

1st Floor 14-18 City Road, Cardiff, CF24 3DL

Day Month Year

On

1 8 0 7 2 0 0 1

<sup>°</sup> Please print name.

before me <sup>°</sup>

Brian C. Rangeley

Signed

Date

18 July 2001

<sup>†</sup> 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 a query.

SEVERNSIDE COMPANY SERVICES

1st Floor 14-18 City Road

Cardiff CF24 3DL

Tel 029 20 451444

DX number 33044

DX exchange Cardiff 1

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



\*F6FPJ2H1\*

0241

PUB  
COMPANIES HOUSE

19/07/01



**SEVERNSIDE**  
company services

# 10

Please complete in typescript,  
or in bold black capitals.

CHFP096

**First directors and secretary and intended situation of registered office**

**Company Name in full**

**45 MILLERS ROAD LIMITED**

**Proposed Registered Office**

**1<sup>st</sup> Floor, 14-18 City Road**

(PO Box numbers only, are not acceptable)

Post town

**Cardiff**

County / Region

Postcode

**CF24 3DL**

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.

Agents Name

**Severnside Company Services**

Address

**14-18 City Road**

Post town

**Cardiff**

County / Region

Postcode

**CF24 3DL**

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 a query.

**Severnside Company Services**

**14-18 City Road**

**Cardiff CF24 3DL**

**Tel 029 20 451444**

**DX number 33044**

**DX exchange Cardiff 1**

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

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for companies registered in England and Wales

or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

**DX 235 Edinburgh**



PUB  
COMPANIES HOUSE

\*P6FPK2H2\*

0240  
19/07/01

# Company Secretary

Company Name

45 MILLERS ROAD LIMITED

NAME

\*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Sevenside Secretarial Limited

Previous forename(s)

Previous surname(s)

Address

14-18 City Road

*Usual residential address*

For a corporation, give the registered or principal office address

Post town

Cardiff

County / Region

Postcode

CF24 3DL

Country

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

Consent signature

Date

18 July 2001

## Directors

*Please list directors in alphabetical order*

NAME

\*Style / Title

\*Honours etc

Forename(s)

Surname

Sevenside Nominees Limited

Previous forename(s)

Previous surname(s)

Address

14-18 City Road

*Usual residential address*

For a corporation, give the registered or principal office address

Post town

Cardiff

County / Region

Postcode

CF24 3DL

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent Signature

Date

18 July 2001

SIGNED ON BEHALF OF  
SEVERNSIDE NOMINEES LIMITED

**Directors** (continued)

**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

Country

**Date of birth**

**Business occupation**

**Other directorships**

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

**Consent Signature**

**Date**

18 July 2001

**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**

signed on behalf of  
**SEVERNSIDE SECRETARIAL LIMITED**

**SIGNED ON BEHALF OF SEVERNSIDE NOMINEES LIMITED**

signed on behalf of  
**SEVERNSIDE SECRETARIAL LIMITED**

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-OF-

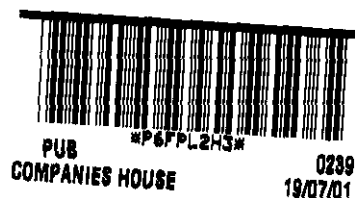
45 MILLERS ROAD LIMITED

SEVERNSIDE COMPANY SERVICES  
14-18 CITY ROAD  
CARDIFF  
CF24 3DL  
TEL: 029 20 451444  
FAX: 029 20 465871

029416

029416

1. The Company's name is **45 MILLERS ROAD LIMITED**.
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 45 Millers Road Brighton (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 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.



STATE OF TEXAS  
COUNTY OF [illegible]  
[illegible]  
[illegible]  
[illegible]  
[illegible]

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 £3 divided into 3 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.



We, the several persons whose Names and Addresses 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 AND ADDRESSES OF SUBSCRIBERS

Number of  
shares  
taken by  
each  
subscriber

---

SEVERNSIDE SECRETARIAL LIMITED  
14-18 City Road  
Cardiff  
CF24 3DL

ONE



signed on behalf of  
SEVERNSIDE SECRETARIAL LIMITED

SEVERNSIDE NOMINEES LIMITED  
14-18 City Road  
Cardiff  
CF24 3DL

ONE



SIGNED ON BEHALF OF  
SEVERNSIDE NOMINEES LIMITED

---

DATED 18 July 2001

WITNESS to the above Signatures:-

Philip Wilson  
14-18 City Road  
Cardiff  
CF24 3DL



THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-OF-

**45 MILLERS ROAD LIMITED**

PRELIMINARY

1. The Company shall be a Private Company within the meaning of the Companies Act, 1985 and the Regulations contained in Table "A" in the Schedule to the Companies (Table A to F) Regulations 1985 (hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby.

2. (a) The Clauses of Table A numbered 2, 3, 24, 32, 73 to 80 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".

(d) Regulation 115 of Table A shall apply to this Company with the exclusion of the words "unless the contrary is proved".

SHARES

3. The Share Capital of the Company is £3 divided into 3 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 Flats contained in the property known as 45 Millers Road Brighton (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 voting 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 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 two nor more than seven. 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.

14. 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.

15. The provisions of Table A as to appointment rotation and removal of Directors shall not apply. At least two members of the Company for the time being shall be its Directors provided 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 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

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 voting 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.

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14. 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.

15. The provisions of Table A as to appointment rotation and removal of Directors shall not apply. At least two members of the Company for the time being shall be its Directors provided 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 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 two.

#### 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 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 DIRECTORS

19. A Director may by writing appoint any person to be an alternate Director in his place. The person so appointed shall (a) not be required to hold any qualification share (b) shall be entitled to receive notices of and to attend and vote at Meetings of the Board (c) shall vacate his office when the appointor resolves his appointment or the appointor himself ceases for any reason to hold office as a Director. An appointment of an alternate Director under this Clause shall not prejudice the right of the appointor to receive notices of and to attend and vote at Meetings of the Board and the power of the alternate Director shall automatically be suspended during such time as the Director appointing him is himself present in person at a Meeting of the Board. Regulations 65 and 66 of Table A shall not apply to this Company.

#### 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.

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NAMES AND ADDRESSES OF SUBSCRIBERS

---

SEVERNSIDE SECRETARIAL LIMITED  
14-18 City Road  
Cardiff  
CF24 3DL



signed on behalf of  
**SEVERNSIDE SECRETARIAL LIMITED**

SEVERNSIDE NOMINEES LIMITED  
14-18 City Road  
Cardiff  
CF24 3DL



**SIGNED ON BEHALF OF  
SEVERNSIDE NOMINEES LIMITED**

---

DATED 18 July 2001

WITNESS to the above Signatures:-

Philip Wilson  
14-18 City Road  
Cardiff  
CF24 3DL

