

FILE COPY



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

Company No. 3296977

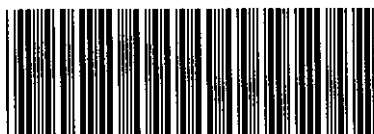
The Registrar of Companies for England and Wales hereby certifies that
22 & 24 FERNLEA ROAD MANAGEMENT LIMITED

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 30th December 1996

R. C. Edwards

R. C. EDWARDS



N03296977U

For the Registrar of Companies



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

HC007B

Please complete in typescript,
 or in bold black capitals.

Declaration on application for registration

[Empty box]

Company Name in full

**22 & 24 FERNLEA ROAD MANAGEMENT
 LIMITED**



I, **Barry Warmisham signing for Key Legal
 Services Nominees Limited**

of **76 Whitchurch Road, Cardiff, CF4 3LX**

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.

[†] Please delete as appropriate.

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

[Handwritten Signature]

Declared at

**BISHOPSGATE HOUSE
 57 FOLEY STREET
 LONDON E1 6BX** day of []

One thousand nine hundred and ninety

10 DEC 1996

^① Please print name.

before me ^①

**HENRY D. WEINBERG
 SOLICITOR**

Signed

[Handwritten Signature]

Date

10.12.1996

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.

KEY LEGAL SERVICES LTD.
 76 WHITCHURCH ROAD
 CARDIFF CF4 3LX
 Tel TEL 01222 - 666999
 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**





Please complete in typescript, or in bold black capitals.

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

[Empty box]

Company Name in full

22 & 24 FERNLEA ROAD MANAGEMENT LIMITED



Proposed Registered Office

(PO Box numbers only, are not acceptable)

[Empty box]

76 WHITCHURCH ROAD

Post town

CARDIFF

County / Region

[Empty box]

Postcode

CF4 3LX

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

[Empty box]

Address

[Empty box]

[Empty box]

Post town

[Empty box]

County / Region

[Empty box]

Postcode

[Empty box]

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.

KEY LEGAL SERVICES LTD		
76 WHITCHURCH ROAD		
CARDIFF CF4 3LX		
Tel		01222 - 666999
DX number	96178	DX exchange WHITCHURCH CARDIFF



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 DX 235 Edinburgh for companies registered in Scotland

Company Secretary (see notes 1-5)

Company name **22 & 24 FERNLEA ROAD MANAGEMENT LTD**

NAME *Style / Title *Honours etc

* Voluntary details

Forename(s)

Surname **KEY LEGAL SERVICES (SECRETARIAL) LTD**

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

76 Whitchurch Road

Post town **Cardiff**

County / Region **South Glamorgan** Postcode **CF4 3LX**

Country **Wales**

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

Consent signature **An Authorised Officer :-**  **Date** **01.12.1996**

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title *Honours etc

Forename(s)

Surname **KEY LEGAL SERVICES (NOMINEES) LTD**

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

76 Whitchurch Road

Post town **Cardiff**

County / Region **South Glamorgan** Postcode **CF4 3LX**

Country **Wales**

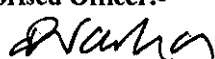
Day Month Year

Date of birth **N/A** **Nationality** **Registered in England and Wales**

Business occupation **Limited company acting as Registration Agent**

Other directorships **None**

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

Consent signature **An Authorised Officer:-**  **Date** **01.12.1996**

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				
Usual residential address				
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 Date

Or the subscribers

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

Signed *[Signature]* Date

Signed *[Signature]* Date

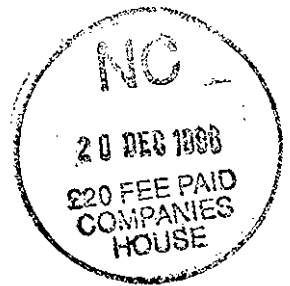
Signed Date

Signed Date

Signed Date

Signed Date

M/V



THE COMPANIES ACTS 1985 to 1989

3296977

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF
22 & 24 FERNLEA ROAD MANAGEMENT LIMITED

1. The Company's name is 22 & 24 Fernlea Road Management Limited.
2. The Company's Registered Office is to be situated in England and Wales.
3. The objects for which the Company is established are

(A) To acquire, hold, manage, maintain, administer and deal with certain land and buildings (hereinafter called "the Property") known as 22 and 24 Fernlea Road, Balham, London SW12, and to layout, provide for and maintain in good order the Property and to provide such renewals and additions as may from time to time become necessary to maintain and improve the amenities of the Property, including making contributions to any common roads, pathways, grounds and communal garden areas, placing and maintaining of policies of insurance in respect of all parts of the Property against loss or damage by fire, storm or tempest or special perils normally included in the Property Owners Liability Policies and the placing and maintaining of policies of insurance against all Third Party Claims and all such other policies of insurance as shall be considered necessary or desirable or fit.

(B) To do all or any of the following, that is to say, all works and things requisite, necessary, convenient or desirable for providing lighting and heating facilities for and supplying electricity, gas, water and all other services and amenities to the Property and for paying the rates and taxes including water rates (if any) and all other outgoings of whatsoever nature charged, assessed or payable thereon or on any part thereof and for engaging gardeners and other employees to provide amenities and services for the Property and the Residents thereof.

(C) To enter into leases, deeds, covenants and other instruments whereby the Company may or shall assume liabilities and responsibilities for carrying out obligations of all kinds of or in connection with the Property and the Residents thereof.

(D) To manage administer and deal with land and buildings whether belonging to the Company or not and to collect rents and income and provide and supply to or for owners and occupiers of land or buildings, services and goods of all kinds.

(E) To set up and maintain management funds to pay the expenses incurred in the implementation of the Company's objects and to require the members of the Company to contribute towards such funds as the Company shall deem fit.

(F) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property which may be deemed necessary, convenient or desirable for any of the purposes of the Company.

(G) To construct, alter and maintain any buildings or works necessary or convenient or desirable for any of the purposes of the Company or for the use of or as an amenity for the Property of the Residents thereof.

(H) To take any gift or any real or personal property for any one or more of the objects of the Company whether or not subject to any special trust or condition.

(I) To borrow and secure the repayment of money in such manner as the Company may think fit and to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding upon it.

(J) To lend money or advance credit with or without security, upon such terms as the Company may approve, and to guarantee or secure the payment of any moneys or the performance of any obligation by any person or company.

(K) To undertake and execute any trust or agency business (whether gratuitously or otherwise) the undertaking whereof may seem desirable whether as being convenient for or conducive to any of the objects of the Company or as being a convenience or amenity for the Property or for the Residents thereof.

(L) To take part in the formation, management, supervision or control of the Company and for that purpose to appoint and remunerate any Directors, Professional Advisors, Consultants, experts or agents and to pay all or any expenses incurred in connection with these activities.

(M) To carry on all or any of the following businesses namely builders and contractors, carpenters, decorators, gardeners, engineers, merchants of and dealers in stone, sand, lime, bricks, timbers, iron, steel, hardware, paint and other building or decorating requisites, electrical, heating, refrigerating and sanitary equipment, house and estate agents and to enter into contracts with others to supply these services.

(N) To enter into and make and be party to and accept such covenants and agreements in relation to or in connection with the Property or any other land or personal property as the Company may think fit.

(O) To distribute any Property of the Company in kind among the members of the Company.

(P) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of the Company against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and or discharge of their duties and or in the exercise of their powers and or otherwise in relation to their duties, powers, or offices in relation to the Company, and to such extent as may be permitted by law or otherwise to indemnify or to exempt any such person against or from any such liability.

(Q) To invest with and deal with the money of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(R) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable instruments.

(S) To enter into any arrangement with any Government or other authority and to obtain from any such body all rights, concessions and privileges which may seem conducive to any of the Company's business.

(T) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company.

(U) To do all or any of the above things either as principals, agents, trustees, contractors or otherwise.

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

And it is declared that the foregoing objects of the Company shall be separate and distinct objects of the Company and none of the said objects shall be deemed to be subsidiary to or limited in any way by any other object or objects.

4. The liability of the members is limited.

5. The Share Capital of the Company is £3 divided into 3 shares of £1 each.

We, the subscribers to this Memorandum, 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 out opposite our respective names.

Names and addresses of Subscribers	Number of shares taken by each Subscriber
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1. Key Legal Services (Nominees) Limited 76 Whitchurch Road Cardiff South Glamorgan CF4 3LX.	One
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P. Walford

2. Key Legal Services (Secretarial) Limited 76 Whitchurch Road Cardiff South Glamorgan CF4 3LX.	One
---	-----

P. Walford

Dated the 1st December 1996

Witness to the above signatures:- Peter Walford
76 Whitchurch Road
Cardiff
South Glamorgan
CF4 3LX.



THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

22 & 24 FERNLEA ROAD MANAGEMENT LIMITED

1. PRELIMINARY

a) The Regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985, hereinafter referred to as Table A, shall apply to the Company subject as hereinafter provided.

b) In these Articles "The Act" means the Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force.

2. PRIVATE COMPANY

a) The Company is a private company and accordingly the Company shall not offer, allot or agree to allot any shares in or debentures of the Company to the public with a view to all or any of such shares or debentures being offered for sale to the public.

3. INTERPRETATION

In these Articles: "The Property" means the land and buildings described in the Memorandum of Association; "Residence" means any residential unit comprised in the Property; "Resident" means the leaseholder, tenant or freeholder of a Residence but so that should two or more persons be Residents of a Residence they shall be deemed to be one Resident for the purposes of these Articles.

4. MEMBERS

a) The members of the Company shall be the subscribers to the Memorandum of Association, the Residents of the Property and such other persons as shall be admitted to membership under the provisions of the Articles hereof.

b) A subscriber may transfer his share to any person (other than a Resident) to succeed him as a member and any such person shall have the same power to nominate a successor as if he had himself been a subscriber.

c) Any person who is not a Resident and has been admitted to membership in accordance with the provisions of these Articles shall resign as a member as soon as the Residents of all the Residences have been admitted to membership of the Company.

d) Save as contained in the provisions of these Articles no person shall be admitted to membership who is not a Resident.

e) A Resident shall not be entitled to cease his membership while holding, whether alone or jointly with others, a legal estate in any Residence.

f) Every person, other than the subscribers to the Memorandum of Association, entitled to be admitted to membership of the Company shall sign a written consent to become a member and shall have his name entered in the Register of Members. Should two or more persons be Residents of a Residence they shall both comply and shall be deemed to be one member and the voting rights of that member shall be exercised by the person whose name appears first in the Register of Members.

g) If any member parts with all interest in the Residence held in his name, and if his interest therein ceases and determines in the event of his death or bankruptcy, he shall cease to be a member and the person who becomes the Resident of his Residence shall be entitled to be registered as a member of the Company.

5. GENERAL MEETINGS

a) In accordance with Section 372(3) of the Act, a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company.

b) Subject to the provisions of this Article any member present in person or by proxy at a General Meeting shall have one vote. Where no Resident exists in respect of any Residence those members who were subscribers to the Memorandum of Association of the Company or who were admitted to membership in accordance with the provisions of Article 4 shall jointly have one vote in respect of each such Residence in addition to their own votes as members.

6. DIRECTORS

a) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Accordingly Clause 64 in Table A shall not apply to the Company. Whenever the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.

b) The Directors shall not be required to retire by rotation and Regulations 73 to 80 of Table A (inclusive) shall be modified accordingly.

c) No person shall be eligible to hold office as a Director who is not a member of the Company save for the first Directors of the Company on incorporation pursuant to Section 13(5) of the Act. Regulation 44 of Table A shall not apply to the Company.

d) No member shall be appointed a Director at any General Meeting unless either:

i) he is recommended by the Directors; or

ii) not less than fourteen nor more than thirty five clear days before the date of the meeting, a notice in writing signed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.

e) Subject to paragraph a) above, the Company may by Ordinary Resolution in General Meeting appoint any member who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

f) 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 attained the age of seventy years or any other age.

7. POWERS OF DIRECTORS

a) In addition to and without prejudice to the generality of the powers conferred by Regulation 70 of Table A the Directors may, by unanimous consent, mortgage or charge all the undertaking and property of the Company including the 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.

8. PROCEEDINGS OF DIRECTORS

a) Notice of a meeting of the Directors shall be deemed to be properly given to a Director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the Company for this purpose. A Director may waive notice of any meeting. Regulation 88 of Table A shall be modified accordingly.

b) All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.

c) A Director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in Section 346 of the Act or otherwise) in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the Company or in which the Company is otherwise interested, shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 317 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.

d) The Directors may determine such rules or procedures as they deem fit for the efficient running of the Company. The Company in General Meeting shall have power to amend or repeal such rules or procedures which shall be binding on all members of the Company for as long as they remain in force.

9. DISQUALIFICATION OF DIRECTORS

a) The office of a Director shall be vacated if he ceases to be a member of the Company.

b) Regulation 81 of Table A shall be modified accordingly.

10. SECRETARY

a) Subject to the provisions of the Act, 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.

11. THE SEAL

a) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 101 of Table A shall not apply to the Company.

12. INDEMNITY

a) In addition to the indemnity conferred by Regulation 118 of Table A and subject to the provisions of the Act, every such person as is mentioned in the said Regulation shall be entitled to be indemnified out of the assets of the Company against all expenses, losses or liabilities incurred by him as agent of the Company or for the Company's benefit or intended benefit or in or about the discharge or intended discharge of his duties in relation to the Company.

Names and addresses of Subscribers

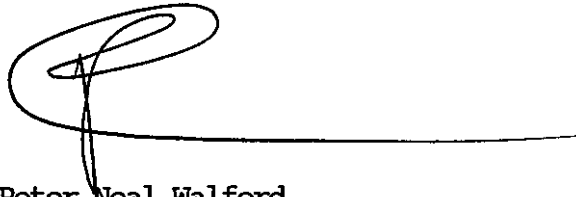
1. Key Legal Services (Nominees) Limited
76 Whitchurch Road
Cardiff
CF4 3LX.



2. Key Legal Services (Secretarial) Limited
76 Whitchurch Road
Cardiff
CF4 3LX.



Dated the 1st December 1996



Witness to the above signatures:- Peter Neal Walford
76 Whitchurch Road
Cardiff CF4 3LX