

Number of }
Company } _____

THE COMPANIES ACTS 1948 to 1967

**DECLARATION of Compliance with the requirements of the
Companies Act 1948 on application for registration of a Company.**

Pursuant to Section 15 (2) of the Companies Act 1948

*Insert the
Name of the
Company.*

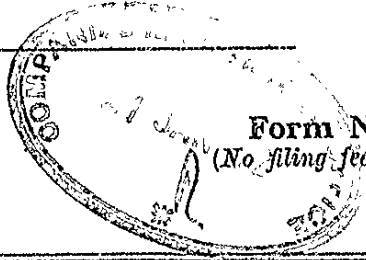
R & R DEVELOPMENTS

LIMITED

Presented by _____

Presentor's Reference _____

[Faint, illegible text]



Form No. 41
(No filing fee payable)

Printed and Published by The Solicitors' Law Stationery Society, Limited, Oyez House, Breams Buildings,
Fleet Lane, London EC4P 4BU and at Birmingham, Cardiff, Liverpool, Manchester and Glasgow.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, PAUL BEATTY

of OYEZ HOUSE BREAMS BUILDINGS

NETTER LANE LONDON EC4P 4BU

(2) Here insert:
"A Solicitor of the
"Supreme Court"
"or in Scotland "a
"Solicitor" engaged
"in the formation"
"or
"A person named
"in the Articles of
"Association as a
"Director" or
"Secretary".

Do solemnly and sincerely declare that I am (a) A PERSON NAMED

AS SECRETARY IN THE ARTICLES OF ASSOCIATION

of R & R DEVELOPMENTS

Limited

and that all the requirements of the Companies Act 1948 in respect of
matters precedent to the registration of the said Company and incidental
thereto have been complied with. And I make this solemn Declaration
conscientiously believing the same to be true and by virtue of the provisions
of the Statutory Declarations Act 1835.

Note--This margin is reserved for binding and must not be written across.

Declared at 11 Breams Buildings

in the City of Westminster EC4

the 18th day of January

one thousand nine hundred and

seventy-two

Before me,

A Commissioner for Oaths [or Notary Public or
Justice of the Peace]

1040087) 2

Number of
Company

STATEMENT OF THE NOMINAL CAPITAL

OF

R & R DEVELOPMENTS
LIMITED

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of
the Finance Act 1899, Section 39 of the Finance Act 1920 and
Section 41 of the Finance Act 1933.

THE NOMINAL CAPITAL of the above named Company is £ 1000

Signature

R. Beatty

Description

SECRETARY

Dated the 14th day of January 1972

NOTES.—The Stamp Duty on the Nominal Capital is Fifty Pence for every £100
or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other
document when the Company is registered and should be signed by an Officer of the
Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in
the formation.

Presented by

[Signature area]

Presenter's Reference



Form No. 25

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PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

The Companies Acts 1948 to 1967

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COMPANY LIMITED BY SHARES

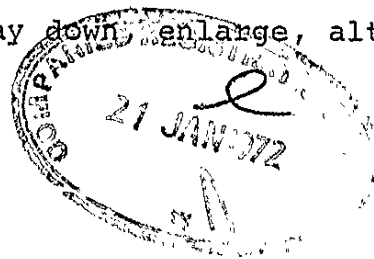
MEMORANDUM OF ASSOCIATION

of

R & R DEVELOPMENTS LIMITED

1040087/3

1. The name of the Company is "R & R DEVELOPMENTS LIMITED."
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) To carry on business as property dealers, developers and managers undertaking the management of property as owners, trustees, agents, receivers and otherwise; as improvers, preparers for sale or letting and dealers in buildings, land and estates; as estate agents, surveyors and auctioneers; and as builders, decorators and contractors for construction work of any kind and the demolition of any structure, dealers in all manner of building materials, site clearers, landscapers, and proprietors and letters on hire of trucks, containers and all plant, vehicles and equipment used in the construction industry.
 - (B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
 - (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, 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 purposes 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 assurance.

(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 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 make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.

(J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such person, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated

to advance the interests of the Company or its officers or employees.

(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 disposed 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 for 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 of and guarantee the payment or the 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 to 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 distribute among the members 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.

(U) 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.

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

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.

5. The share captial of the Company is £1000 divided into 4000 shares of 25p each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively 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, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
--	---

P. Beatty
P. BEATTY,
Oyez House,
Breams Buildings,
London, EC4P 4BU.

ONE

Company Registration Agent.

E.G. Ellis
E.G. ELLIS,
Oyez House,
Breams Buildings,
London, EC4P 4BU.

ONE

Company Registration Agent.

Dated this 14th day of January 1972

Witness to the above Signatures:-

G.W.E. Corsey
G.W.E. CORSEY,
Oyez House,
Breams Buildings,
London, EC4P 4BU.

Company Registration Agent.

1040087 / 4

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

R & R DEVELOPMENTS LIMITED

PRELIMINARY

1. (a) Subject as hereinafter provided, the regulations contained in Parts I and II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall apply to the Company.

(b) Regulations 3, 5, 24, 53, 71, 75, 79, 88, 96 and 97 of Table A, Part I and regulation 5 of Table A, Part II shall not apply to the Company.

SHARES

2. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

3. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid

or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

4. Subject to the provisions of section 58 of the Act, any preference shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN

5. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER OF SHARES

6. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A, Part I, shall be modified accordingly.

DIRECTORS

7. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five. The first Directors of the Company shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them.

8. If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly.

9. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

BORROWING POWERS

10. 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.

POWERS AND DUTIES OF DIRECTORS

11. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS

12. The office of a Director shall be vacated-
- (1) If by notice in writing to the Company he resigns the office of Director.
 - (2) If he ceases to be a Director by virtue of section 182 of the Act.
 - (3) If he becomes bankrupt or enters into any arrangement with his creditors.
 - (4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.
 - (5) If he becomes of unsound mind.
 - (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

13. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

ROTATION OF DIRECTORS

14. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS

15. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

SECRETARY

16. The first Secretary of the Company shall be Paul Beatty.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

P. Beatty
P. BEATTY,
Oyez House,
Brems Buildings,
London, EC4P 4BU.

Company Registration Agent.

E.G. Ellis
E.G. ELLIS,
Oyez House,
Brems Buildings,
London, EC4P 4BU.

Company Registration Agent.

Dated this 14th day of January 1972

Witness to the above Signatures:-

G.W.E. Corsby
G.W.E. CORSBY,
Oyez House,
Brems Buildings,
London, EC4P 4BU.

Company Registration Agent.



CERTIFICATE OF INCORPORATION

No. 1040087

I hereby certify that

R & R DEVELOPMENTS LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the
Company is Limited.

Given under my hand at London the 27th January 1972



(P. L. HIGNETT)

Assistant Registrar of Companies