

FILE COPY



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

Company No. 4137087

The Registrar of Companies for England and Wales hereby certifies that
10 KENILWORTH 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 8th January 2001



N04137087H



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Declaration on application for registration

Please complete in typescript, or in bold black capitals.

CHWP000

[Empty box]

Company Name in full

10 KENILWORTH ROAD LIMITED

I, ADRIAN JULIAN MANDEL, signing on behalf of QA Registrars Limited of The Studio, St. Nicholas Close, Elstree, Herts. WD6 3EW

† Please delete as appropriate.

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.

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

12 Arnos Grove, Southgate, London N14 7AS

Day Month Year

On

05 01 2001

• Please print name.

before me •

Jennifer Brown

Signed

[Handwritten signature]

Date

05 JAN 2001

† 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.

[Form for contact details: Name, Address, Tel, DX number, DX exchange]



A01 COMPANIES HOUSE

0268 06/01/01

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, 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



COMPANIES HOUSE

10

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

10 KENILWORT ROAD

LIMITED



F010001H

Proposed Registered Office

(PO Box numbers only, are not acceptable)

The Studio

St Nicholas Close

Post town

Elstree, Borehamwood

County / Region

Herts

Postcode

WD6 3EW

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.

X

Agent's Name

Quick Access Formations plc

Address

The Studio

St Nicholas Close

Post town

Elstree, Borehamwood

County / Region

Herts

Postcode

WD6 3EW

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.

Quick Access Formations

address as above

Tel 0181 207 5855

DX number

DX exchange



A01 COMPANIES HOUSE

0267 06/01/01

Form revised March 1995

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			
NAME *Style / Title		*Honours etc	
* Voluntary details Forename(s)			
Surname	QA Registrars Limited		
Previous forename(s)			
Previous surname(s)			
Address	The Studio		
Usual residential address For a corporation, give the registered or principal office address.	St Nicholas Close		
Post town	Elstree, Borehamwood		
County / Region	Herts	Postcode	WD6 3EW
Country			

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

Consent signature

[Signature]
for & on behalf of QA
Registrars Limited

Date

05 JAN 2000

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title		*Honours etc	
Forename(s)			
Surname	QA Nominees Limited		
Previous forename(s)			
Previous surname(s)			
Address	The Studio		
Usual residential address For a corporation, give the registered or principal office address.	St Nicholas Close		
Post town	Elstree, Borehamwood		
County / Region	Herts	Postcode	WD6 3EW
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

[Signature]
for & on behalf of QA
Nominees Limited

Date

05 JAN 2000

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

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

This section must be signed by

Either

an agent on behalf of all subscribers

Signed Date

Or the subscribers

Signed Date

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

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 and include the company's number.

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The Companies Acts 1985 to 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

10 KENILWORTH ROAD LIMITED

1. The Company's name is "10 Kenilworth Road Limited".
2. The Company's registered office is to be situated in England.
3. The Company's objects are:-
 - (A) (i) To acquire manage, administer and deal in land and other property of any tenure for the use and benefit of the Lessees for the time being of the flat known as "10 Kenilworth Road, St. Leonards On Sea, East Sussex, TN38 0JD."
 - (ii) To maintain, upkeep and manage this land and property for the benefit of the owners.
 - (iii) The income and property of the Company whencesever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to Members of the Company; provided that nothing herein shall prevent the payment in good faith of reasonable remuneration, commission or bonus to any Director, Officer or servant of the Company or to any member of the Company in return for any services actually rendered to the Company.
- (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, or further any of its objects.
- (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 for such consideration and on such terms as may be considered expedient.
- (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.



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COMPANIES HOUSE

0266
08/01/01

- (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 any person or corporation.
- (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 any person or corporation.
- (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 dependants or connections of such persons, 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 person as aforesaid, their dependants 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 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 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 no way 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 Company's share capital is £4 divided into 4 shares of £1 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 Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of Shares shown opposite our respective names.

Names and Addresses of Subscribers	Number of Shares taken by each Subscriber
<p><i>M. A. A.</i> for and on behalf of QA NOMINEES LIMITED THE STUDIO ST NICHOLAS CLOSE ELSTREE HERTS WD6 3EW</p> <p><i>Andrew S.</i> for and on behalf of QA REGISTRARS LIMITED THE STUDIO ST NICHOLAS CLOSE ELSTREE HERTS WD6 3EW</p>	<p>ONE</p> <p>ONE</p>

DATED 05 JAN 2004

WITNESS to the above signatures:-

Pamela C. Yitch

for and on behalf of
QUICK ACCESS FORMATIONS PLC
THE STUDIO
ST NICHOLAS CLOSE
ELSTREE
HERTS
WD6 3EW

The Companies Acts 1985 to 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

10 KENILWORTH ROAD LIMITED

PRELIMINARY

1. (a) Subject as hereinafter provided, the regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company.
(b) Regulations 8, 64, 76, 77, 94, 95, 96, 97, and 113 of Table A shall not apply to the Company.
(c) 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. The Company is a private Company and accordingly no invitation of offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public.

SHARES

3. The initial share capital of the Company is £4 divided into 4 shares of £1 each.
4. Each share shall confer the right to receive notice of and attend and to address any meetings of the Company and the right to vote in respect of each share held.
5. Each share may only be issued to the subscribers to the Memorandum and Articles of Association or a person who is a lessee and not more than one share may be issued to the lessee or lessees in respect of any one flat.

LIEN

6. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

TRANSFER OF SHARES

7. (a) No member or other person becoming entitled to a share or shares in consequence of the death or bankruptcy or a member shall be entitled to transfer any share:-
- (i) to any person not being a Lessee of any of the flats or
 - (ii) In any such manner as would procure to any Lessee of the flats more than one share in respect of each flat of which he is the Lessee.
 - (iii) At any price in excess of the nominal value.
- (b) The Directors may in their absolute and uncontrolled discretion and without assigning any reason therefore, refuse to register any proposed transfer of a share unless they are satisfied that the foregoing conditions of this Article are being complied with in regard thereto.
- (c) Where a member has ceased for any reason to be a Lessee the Directors may give notice to the member requiring him to transfer his share in the Company within the next succeeding period of twenty-eight days and if such notice shall not be complied with, the Directors may at any time thereafter, by resolution, authorise such person to transfer such share for a consideration not exceeding its nominal value to the then Lessee of the flat who shall be registered as the holder of the share and his title to the said share shall not be affected by any irregularity or invalidity in the proceedings in reference to the disposal of the share.
8. Save as otherwise provided in these Articles, the Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share. The first sentence of regulation 24 of Table A shall not apply to the Company.

MEETINGS

9. In accordance with Section 372 (3) of the Act in every notice calling a general meeting of the Company there shall appear with reasonable prominence a statement that 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. Regulation 38 of Table A shall be modified accordingly and the second sentence of regulation 59 of Table A shall not apply to the Company.
10. In regulation 41 of Table A there shall be added at the end: "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved".

DIRECTORS

11. The Lessee of each flat shall be entitled to be appointed as a Director but where two or more persons are the Lessees of one flat only one of such Lessees shall be entitled to be appointed as a Director.

- 12.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.
- 13.No person other than a Director retiring by rotation shall be elected a Director at any general meeting unless-
- (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 all members 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.
- 14.A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.
- 15.The Company shall not be subject to Section 293 of the Act. 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.

BORROWING POWERS

- 16.The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject (in the case of any security convertible into shares) to Section 80 of the Act and Article 3 hereof, 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

- 17.The Director may appoint a Committee of Management which shall consist of a Chairman, a Secretary and a Treasurer.
- 18.A Director may vote in respect of any contract or proposed contract or arrangement in which he is interested, whether directly or indirectly, or upon any matter arising therefrom and he may be counted in the quorum present at any meeting at which any such contract, arrangement or matter is proposed or considered, and if he shall so vote his vote shall be counted.

NAMES AND ADDRESSES OF SUBSCRIBERS

M. A. Cl

for and on behalf of
QA NOMINEES LIMITED
THE STUDIO
ST NICHOLAS CLOSE
ELSTREE
HERTS
WD6 3EW

M. A. Cl
for and on behalf of
QA REGISTRARS LIMITED
THE STUDIO
ST NICHOLAS CLOSE
ELSTREE
HERTS
WD6 3EW

DATED 05 JAN 2001

WITNESS to the above signatures:-

P. Yitch

for and on behalf of
QUICK ACCESS FORMATIONS PLC
THE STUDIO
ST NICHOLAS CLOSE
ELSTREE
HERTS
WD6 3EW