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binding margin



Please complete
legibly, preferably
in black type, or
bold black lettering

• delete if
inappropriate

1 Please indicate
whether you are
a Solicitor of
the Supreme
Court (or a
Solicitor or
Solicitor's
engaged in the
formation of the
company or
a person named
as director or
secretary of the
company) the
statement
delivered under
section 2 of the
Companies Act
1976

1 or Notary
Public or Justice
of the Peace or
Solicitor having
the powers
conferred on a
Commissioner
for Oaths

THE COMPANIES ACTS 1948 TO 1976

Form No 41

Declaration of compliance with the
requirements of the Companies Acts 1948 to 1976
on application for registration of a company

Pursuant to section 15(2) of the Companies Act 1948
as amended by the Companies Act 1976

41

Company number

13154021

Name of Company

CORNEL HOUSE MANAGEMENT (WINDSOR)

Limited

I, ROY CHARLES KEEL

of 84 Temple Chambers, Temple Avenue, London, EC4Y 0HP

do solemnly and sincerely declare that I am a person named as Director of the Company
in the statement delivered under Section 21 of the Companies Act 1976

of

CORNEL HOUSE MANAGEMENT (WINDSOR)

Limited

and that all the requirements of the Companies Acts 1948 to 1976
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

Declared at: Temple Chambers
Temple Avenue
London, EC4Y 0HP

the 12th day of May

One thousand nine hundred and

Seventy seven

before me

A Commissioner for Oaths

Presenter's name, address and
reference (if any).

The London Law Agency Ltd
Temple Chambers
Temple Avenue
London, EC4Y 0HP

Telephone : 01-353 9471

Telex : 23553

For official use

General Section

Post room

THE LONDON LAW AGENCY LIMITED

Company Registration Agents, Law Agents, Printers and Publishers
TEMPLE CHAMBERS, TEMPLE AVE, LONDON, EC4Y 0HP Tel 01-353 9471 (6 lines)

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CRR

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

CORNEL HOUSE MANAGEMENT (WINDSOR)
LIMITED

1. The name of the Company is CORNEL HOUSE MANAGEMENT (WINDSOR) LIMITED
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) (i) To undertake the management and administration of flats, maisonettes, dwellinghouses, shops, offices, and other accommodation and to provide such services for the tenants and residents thereof and to carry out such reconstruction, renewal, repairs, maintenance or renovations thereto as may be necessary or desirable.
 - (ii) To manage any land, buildings, or other property, and to collect rents and income, and to supply to lessees, residents, tenants, occupiers and others, heating, lighting, cleaning, gas, water, and electricity and other necessary services, refreshments, attendants, messengers, waiting rooms, reading rooms, meeting rooms, gardens, conveniences, lifts, garages, and other advantages and amenities and to maintain the same and in connection therewith to engage and employ such servants, gardeners, and other persons; and to carry on the businesses of caterers, proprietors of restaurants, cafes, clubs, refreshment rooms concert halls, dance halls, baths, dressing rooms, laundries, libraries, reading, writing and newspaper rooms and rooms for public and private use, and places of amusement, recreation, sport, entertainment, dancing and instruction; licensed victuallers, provision merchants, bakers, confectioners, tobacconists, market gardeners, dairymen, butchers, garage proprietors, insurance agents, property repairers and jobbers, house, land and estate agents, and general merchants, agents, factors, traders and brokers.

Presented by: THE LONDON WIND

WIND|WILL

(B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, 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 assurances.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.

(I) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.

(J) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

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

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise 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 and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which the Company is authorised to carry on.

(R) To improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To subscribe or guarantee money for or organise or assist any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.

(U) To distribute among the 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.

(V) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.




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

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraphs) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the name of the Company.

4. The liability of the Members is limited. ✓

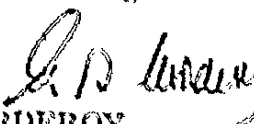
5. The share capital of the Company is £ 24 divided into 24 shares of £1 each. ✓

WE the several persons whose Names, Addresses, and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS	Number of shares taken by each subscriber
 ROY C. KEEN, Temple Chambers, Temple Avenue, London EC4Y 0HP. Company Director.	One 
 NIGEL L. BLOOD, Temple Chambers, Temple Avenue, London EC4Y 0HP. Company Director.	One

DATED the 1st day of May, 1977.

WITNESS to the above Signatures -


 GEORGE A. CORDEROY,
 Temple Chambers,
 Temple Avenue,
 London EC4Y 0HP.

 Company Director.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF
CORNEL HOUSE MANAGEMENT (WINDSOR)
LIMITED ✓PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53, 75, 77 and 79 in Part I of Table A shall not apply to the Company, and in addition to the remaining Clauses in Part I of Table A, as varied hereby, the following shall be the Regulations of the Company.
2. The Company is a Private Company and Clauses 2, 4 and 5 (but not Clauses 1 and 3) in Part II of Table A shall apply to the Company.

MEMBERSHIP.

3. In this and the following Articles :-

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

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

4. The Subscribers to the Memorandum of Association of the Company shall be duly registered as Members of the Company in respect of the Shares for which they have signed such Memorandum. Save as aforesaid no Shares shall be allotted or transferred to any person who is not a Dwellingholder.

5. (A) If any Dwellingholder parts with his interest in the dwelling held by him, or if his interest therein for any reason ceases and determines, he or, in the event of his death, his legal personal representative shall transfer his Share in the Company to the person or persons becoming Dwellingholder of the said dwelling in his place.

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

(C) If the holder of a Share (or his legal personal representative) refuses or neglects to transfer it in accordance with this Article, one of the Directors, duly nominated for that purpose by a resolution of the Board, shall be the Attorney of such holder, with full power on his behalf and in his name to execute, complete and deliver a transfer of his Share to the person or persons to whom the same ought to be transferred hereunder; and the Company may give a good discharge for the purchase money and enter the name of the transferee of the said Share in the Register of Members as the holder thereof.

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

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

GENERAL MEETINGS.

8. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS.

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

10. The first Director of the Company shall be ROY CHARLES KEEN.

11. A Director shall not be required to hold any Share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company; and Clause 134 in Part I of Table A shall be modified accordingly.

12. 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.

13. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

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

ALTERNATE DIRECTORS.

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


EXPENSES.

16. The Members shall from time to time, and whenever called upon by the Company so to do, contribute equally, or in such proportions as the Directors may determine, to all expenses and losses which the Company shall properly incur on their behalf, and in respect of which they are not otherwise bound to contribute in their capacity as Members.


SECRETARY.

17. The first Secretary of the Company shall be NATHAN LEONARD BLOOD.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS


ROY C. KEEN
Temple Chambers,
Temple Avenue,
London EC4Y 0HP.

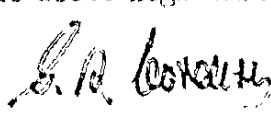
Company Director.


NIGEL L. BLOOD,
Temple Chambers,
Temple Avenue,
London EC4Y 0HP.

Company Director.

DATED the 1st day of May, 1977.

WITNESSES to the above Signatures:-


GEORGE A. CORDEROY,
Temple Chambers,
Temple Avenue,
London EC4Y 0HP.

Company Director.



THE COMPANIES ACTS 1948 TO 1976

Form No 1

Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

1

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binding margin



Please complete
legibly, preferably
in black type, or
bold black lettering

* delete if
inappropriate

Company number

1315402/5

Name of Company

CORNEL HOUSE MANAGEMENT (WINDSOR)

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

84, Temple Chambers,

Temple Avenue,

London, EC4Y 0HP.

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

X

The London Law Agency Limited

84, Temple Chambers,

Temple Avenue, London, EC4Y 0HP.

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

Presenter's
reference (if any):

For official use
General section

Post room

THE LONDON LAW AGENCY LIMITED,
84, TEMPLE AVENUE,
LONDON, EC4Y 0HP.

THE LONDON LAW AGENCY LIMITED

Company Registration Agents, Law Agents, Printers and Publishers
TEMPLE CHAMBERS, TEMPLE AVE, LONDON, EC4Y 0HP Tel 01 353 9471 (6 lines)

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in the binding margin



Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	Rev Charles Keen	Business occupation	Company Director
Former name(s) (note 3)		Nationality	English
Address (note 4)	84, Temple Chambers, Temple Avenue, London, EC4Y 0HP.	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)	The London Law Agency Limited Herts Printing Works Limited		
I hereby consent to act as director of the company named on page 1			
Signature	Date		1/5/77

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Please do not
write in this
binding margin

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Important

The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form

Name (notes 2 & 7)	Nigel Leonard Blood,
Former name(s) (note 3)	
Address (notes 4 & 7)	44, Temple Chambers, Temple Avenue, London, EC4Y 0EP.
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>Nigel Leonard Blood</i> Date 1/5/77

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

* as required by
section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

† delete as
appropriate

Signature	<i>Nigel Leonard Blood</i>	[Subscriber] [Agent]†	Date	1/5/77
Signature	<i>Nigel Leonard Blood</i>	[Subscriber] [Agent]†	Date	1/5/77



CERTIFICATE OF INCORPORATION

No 1315402

I hereby certify that

CORNEL HOUSE MANAGEMENT (WINDSOR) LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the
Company is limited

Given as correct at Cardiff this

30TH MAY 1977

D. A. Pendlebury
D. A. PENDLEBURY
Assistant Registrar of Companies