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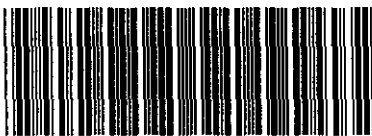
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4237690

The Registrar of Companies for England and Wales hereby certifies that
WENTWORTH GRANGE FERNDOWN LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 20th June 2001



N04237690I



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B

Please complete in typescript,
or in bold black capitals
CHFP052

Declaration on application for registration

Company Name in full

WENTWORTH GRANGE FERNDOWN
LIMITED

I, **COMBINED SECRETARIAL SERVICES LIMITED**

of **Victoria House, 64 Paul Street, London EC2A 4NG**

do solemnly and sincerely declare that I am a ~~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

Nicholas

Authorised Signatory of
Combined Secretarial Services Limited

Declared at

33 CRWYS ROAD, CARDIFF, CF24 4YF

Day Month Year

On

19 06 2001

1 Please print name.

before me[†]

Douglas Barton

Signed

[Signature]

Date

19.6.01

[†] 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.

ICC COMPANY FORMATIONS

33 CRWYS ROAD, CARDIFF

CF24 4YF

Tel **029 2066 0360**

DX number **50758**

DX exchange **CARDIFF 2**



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

Please complete in typescript,
or in bold black capitals.
CHFP052

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office

04287690

Company Name in full

WENTWORTH GRANGE FERNDOWN
LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

CRWYS HOUSE

33 CRWYS ROAD

Post town

CARDIFF

County / Region

SOUTH GLAMORGAN

Postcode

CF24 4YF

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

ICC COMPANY FORMATIONS

Address

CRWYS HOUSE

33 CRWYS ROAD

Post town

CARDIFF

County / Region

SOUTH GLAMORGAN

Postcode

CF24 4YF

Number of continuation sheets attached

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

ICC COMPANY FORMATIONS

CRWYS HOUSE, 33 CRWYS ROAD

CF24 4YF

Tel 029 2066 0360

DX number 50758

DX exchange CARDIFF 2



Form revised July 1998

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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

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

VICTORIA HOUSE

64 PAUL STREET

LONDON

EC2A 4NG

U.K.

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

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

VICTORIA HOUSE

64 PAUL STREET

LONDON

EC2A 4NG

U.K.

Day Month Year

Date of birth

Nationality

N/A

Business occupation

N/A

Other directorships

NONE

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

Consent signature

Date

Authorised Signatory of Combined Nominees Limited

Directors (continued) (see notes 1-5)

NAME	*Style / Title		*Honours etc	
* Voluntary details	Forename(s)			
	Surname	COMBINED SECRETARIAL SERVICES LIMITED		
	Previous forename(s)			
	Previous surname(s)			
	Address	VICTORIA HOUSE		
Usual residential address For a corporation, give the registered or principal office address.		64 PAUL STREET		
	Post town	LONDON		
	County / Region		Postcode	EC2A 4NG
	Country	U.K.		
	Date of birth	Day	Month	Year
			Nationality	N/A
	Business occupation	N/A		
	Other directorships	NONE		
	I consent to act as director of the company named on page 1			
	Consent signature	Nicholas	Date	19.6.01
	Authorised Signatory of Combined Secretarial Services Limited			

This section must be signed by**Either****an agent on behalf
of all subscribers****Signed****Elon****Date****19.6.01****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.

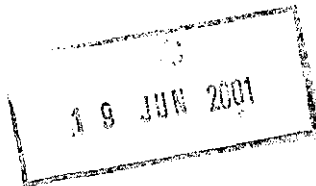
4. Other directorships:

- 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.

The Companies Act 1985
COMPANY LIMITED BY SHARES



BB £20-00

713996

029932



MEMORANDUM OF ASSOCIATION

of

WENTWORTH GRANGE FERNDOWN LIMITED

1. The Company's name is WENTWORTH GRANGE FERNDOWN LIMITED.
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are:
 - (a) To acquire the freehold or leasehold title to such land as the Company may by Special Resolution determine together with flats erected thereon and to grant leases of the said flats on such terms as may from time to time seem expedient.
 - (b) To act as an association of and for the owners of the leases of the said flats and to manage and administer the said property and in particular to provide such services for the residents thereof and to carry out such reconstruction, renewal, repairs, maintenance or renovation thereto as the Directors may consider necessary or desirable and to provide or procure the provision of such services as may be required or expedient.
 - (c) To purchase or sell, to take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of for any estate or interest any real or personal property, and such other rights and interest in property as the Company shall think fit.
 - (d) To carry on any other trade or business whatever which, in the opinion of the Directors, can be advantageously carried on in connection with or ancillary to the business of the Company or is calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.
 - (e) To borrow or raise or secure the payment of money for the purposes of or in connection with the business of the Company and to mortgage or charge the undertaking and all or any of the real and personal property and assets, present or future, of the Company upon such terms as the Directors may determine.
 - (f) To invest and deal with the moneys of the Company not immediately required and hold and deal with any investment so made in such manner as the Directors may determine.
 - (g) To lend or advance money and to give credit and to enter into guarantees or indemnities of any kind, whether secured or unsecured, and whether in respect of its own obligations or those of some other person or company in such circumstances and upon such terms as the Directors may think fit.

(h) To remunerate any person, firm or company for services rendered, or to be rendered, to, or in connection with the conduct of the business of, the Company.

(l) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

(j) To pay or agree to pay all or any of the promotion, formation and registration expenses of the Company.

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

4. The income and property wheresoever and whensoever derived of the Company shall be applied solely towards the promotion of the objects of the Company as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profits, to members of the Company. Provided that nothing herein shall prevent the payment in good faith, of remuneration to any officer or servant of the Company, or to any member of the Company in return for any services actually rendered to the Company.

5. The liability of the members is limited.

6. The Company's share capital is £14 divided into 14 shares of £1 each.

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.

Name Address and Description Of Subscribers	Number of Shares taken by each Subscriber
--	--

Combined Nominees Limited,
Victoria House
64 Paul Street,
London EC2A 4NG

ONE

Nicholas

authorised signatory

ON BEHALF OF COMBINED NOMINEES LIMITED

Combined Secretarial Services Limited,
Victoria House
64 Paul Street,
London EC2A 4NG

ONE

Nicholas

authorised signatory

ON BEHALF OF COMBINED SECRETARIAL SERVICES LIMITED

Total Number Of Shares To Be Taken Up	TWO
---------------------------------------	-----

Dated the 19th day of June 2001

Witness to the above Signatures:

EE Loring
Crwys House
33 Crwys Road
Cardiff CF24 4YF

Formations Division

E Loring

1. The first part of the document is a list of the names of the persons who have been appointed to the various positions of the Board of Directors of the Corporation.

2. The second part of the document is a list of the names of the persons who have been appointed to the various positions of the Board of Directors of the Corporation.

The Companies Act 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

WENTWORTH GRANGE FERNDOWN LIMITED

PRELIMINARY

1. In these Articles:-

- "flat" means a flat forming part of the said property referred to in Clause 3(a) of the Memorandum of Association of the Company.
- "lease" means a lease of a flat.
- "owner" in relation to a flat means the lessee of that flat holding under a lease or a successor in title to such lessee.
- "Table A" means Table A in The Companies (Tables A to F) Regulations 1985.
2. (a) Subject as hereinafter provided or except where inconsistent with the provisions hereinafter contained, the regulations contained in Table A shall apply to the Company.
- (b) Regulations 2 to 4 inclusive, 8 to 22 inclusive, 24, 40, 73 to 75 inclusive, 78, 79, 80, 102 to 108 inclusive and 110 of Table A shall not apply to the Company.

ALLOTMENT, TRANSFER AND TRANSMISSION OF SHARES

3. The Company is a private company and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited. The Company shall not have power to issue share warrants to bearer.

4. Subject as hereinafter provided and to any directions contained in any resolution or resolutions of the Company creating the same, the unissued shares of the Company shall be under the control of the Directors who may allot, grant options over or otherwise dispose of the shares. The provisions of Section 89(1) and Section 90(1) to (6) of the Act shall not apply to the Company. The maximum number of shares which may be allotted pursuant to this authority shall be the entire unissued authorised share capital of the Company and this authority will expire five years after the date of incorporation of the Company provided that it may be extended for further periods of up to five years by ordinary resolution of the Company.

5. All sums payable to the Company in respect of the allotment of any share (whether as to the nominal value or by way of premium) shall be paid in full on or before the date of the allotment, and no share shall be allotted other than as a fully-paid share.

6. Except as to shares subscribed for by and issued to the Subscribers to the Memorandum of Association, no owner shall be registered as the holder of more than one share for each flat of which he is the owner, and no share shall be allotted to a person other than an owner. A share allotted to an owner shall be deemed to be allocated to such owner's flat.

7. (a) Each owner will retain any share allotted to him whilst he remains an owner and on ceasing to be an owner will transfer such share to the new owner and save and except for the transfer by the Subscribers of their shares in the Company, a share in the Company shall be transferred only upon or after a change in the ownership of the flat to which the share has been allocated.
- (b) The price to be paid upon the transfer of a share shall in default of agreement between the transferor and the transferee be its nominal value.
- (c) If upon the change of ownership of a flat the holder of the share allocated to that flat refuses after being requested in writing so to do by the Secretary of the Company or neglects for a period of one month after the date of such change of ownership to transfer such share in accordance with these Articles to the owner for the time being of that flat the Directors may by resolution appoint some person to transfer such share to the owner for the time being of such flat and a transfer by such person shall be effective and the transferee or transferees shall be registered as the holder or holders of such share, and as against the former registered holder and all persons claiming through him, shall be absolutely entitled to the same. The Company may receive the purchase money on the transferor's behalf and give a good receipt therefor.

8. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of a share but the Directors shall not refuse to register any transfer of a share pursuant to Article 7.

9. An instrument of transfer need not be signed by or on behalf of the transferee and in regulation 23 of Table A the words from 'and, unless' to the end shall be omitted.

PROCEEDINGS AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors. In regulation 38 of Table A, immediately after the words "place of the meeting and" there shall be inserted the words "in the case of special business".

11. At the end of regulation 38 of Table A there shall be inserted the following: "In every notice of a general meeting there shall appear the statement referred to in Section 372(3) of the Act, in relation to the right of members to appoint proxies". In regulation 59 of Table A the second sentence shall be omitted.

12. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business: save as herein otherwise provided, two members present in person shall be a quorum. At the end of regulation 41 of Table A there shall be inserted the following: "If within half an hour from the time appointed

for the holding of an adjourned meeting a quorum is not present, the meeting shall be dissolved."

DIRECTORS

13. (a) The first Directors of the Company shall be the person or persons named in the statement delivered to the Registrar of Companies in accordance with Section 10 of the Act.
- (b) 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. In regulation 64 of Table A for the word "two" there shall be substituted the word "one".

14. (a) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors.

- (b) In addition and without prejudice to the provisions of section 303 of the Act, the Company may by Ordinary Resolution remove any Director before the expiration of his period of office. Subject to the provisions of Table A and Section 303(2) of the Act, the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director. In regulation 38 of Table A the words 'or a resolution appointing a person as a Director' shall be omitted.

15. The qualification of a Director (other than the first Directors who shall not be required to hold a qualifying share) shall be the holding of one share in the Company provided that if any Director having so qualified shall cease to hold one share in the Company his appointment as a Director shall automatically determine and his office of Director shall be immediately vacated. A duly appointed representative of a Corporate Member shall be qualified to act as a Director under this Article by virtue of the holding by that Corporate Member of a share in the Company.

16. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

BORROWING POWERS

17. 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.

DIRECTORS' INTERESTS

18. A Director may vote in respect of any contract or arrangement in which he, or any person with whom he is connected, is interested and be counted in the quorum present at any meeting of the Directors or any General Meeting of the Company 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 regulations 94 to 98 inclusive of Table A, which regulations shall not apply to the Company.

ALTERNATE DIRECTORS

19. An appointment or removal of an alternate Director may be effected at any time by notice in writing to the Company given by his appointor. An alternate Director may also be removed from his office by not less than twenty four hours' notice in writing to the Company and to the appointor given by a majority of his co-Directors. This Article shall have effect in substitution for regulation 68 of Table A which shall not apply to the Company.

INDEMNITY

20. Subject to the provisions of Section 310 of the Act, and in addition to such indemnity as is contained in regulation 118 of Table A, every Director, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

Name Address and Description
Of Subscribers

Combined Nominees Limited,
Victoria House
64 Paul Street,
London EC2A 4NG

Nicholas

authorised signatory
ON BEHALF OF COMBINED NOMINEES LIMITED

Combined Secretarial Services Limited,
Victoria House
64 Paul Street,
London EC2A 4NG

Nicholas

authorised signatory
ON BEHALF OF COMBINED SECRETARIAL SERVICES LIMITED

Dated the 19th day of June 2001

Witness to the above Signatures:

EE Loring
Crwys House
33 Crwys Road
Cardiff CF2 4YF

Formations Division

E Loring