

The Companies Act 1985

Company Number: 2704879

SPECIAL RESOLUTION

of

WHITWORTH ROAD COURT LIMITED

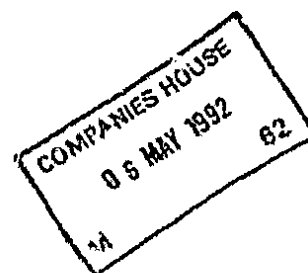
At an Extraordinary General Meeting of the Members of the above named Company, duly convened and held at 110 Whitchurch Road, Cardiff, CF4 3LY on the 8th day of April 1992, the following Special Resolution was duly passed:

**AMENDMENT TO
MEMORANDUM
AND ARTICLES
OF ASSOCIATION:**

IT WAS RESOLVED that the draft Memorandum and Articles of Association laid before this meeting and for the purpose of identification subscribed to by the Chairman thereof, be and the same are hereby adopted as the Memorandum and Articles of Association of the Company in substitution for, and to the exclusion of the existing Regulations thereof.

CHAIRMAN: *J. D. G. G.*
(An Authorised Signatory on behalf of Combined Nominees Limited)

PRESENTED BY: **ICC COMPANY FORMATIONS**
110 WHITCHURCH ROAD
CARDIFF
CF4 3LY



The Companies Act 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

(As adopted by a Special Resolution passed on the 8th day of April 1992)

of

WHITWORTH ROAD COURT LIMITED

1. The Company's name is Whitworth Road Court 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 9/11 Whitworth Road, Southampton, Hampshire or such other 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 manner as the Directors may think fit.

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(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.

(i) To accept, draw, make, execute, discount or endorse bills of exchange, promissory notes, or other negotiable instruments.

(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 £41 divided into 1 "A" Ordinary Share of £1 and 40 "B" Ordinary Shares of £1 each.

** The authorised share capital of the Company was amended by an Ordinary Resolution passed on the 8th day of April 1992.*

Wt., 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

COMBINED NOMINEES LIMITED
16-26 Banner Street,
London, EC1Y 8QE.

ONE

COMBINED SECRETARIAL SERVICES LIMITED ONE
16-26 Banner Street,
London, EC1Y 8QE.

TOTAL NUMBER OF SHARES TAKEN

TWO

Dated this 1st Day of April 1992

WITNESS to the above Signatures:-

B.R.Millar,
110 Whitechurch Road,
Cardiff, CF4 3LY.

The Companies Act 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

(As adopted by a Special Resolution passed on the 8th day of April 1992)

of

WHITWORTH ROAD COURT 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, 77, 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.

(d) The subscriber shares shall be deemed to be one "A" share and one "B" share.

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. (a) 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: until the "A" Share is held by an owner, the quorum for meetings of Shareholders is one "A" Shareholder and until that time the "B" shares carry no right to attend or vote in, nor to receive notice of, any general meeting.

(b) When the "A" Share is transferred to an owner it shall be converted into a "B" Share whereupon the quorum for meetings of Shareholders shall be two "B" Shareholders and all "B" Shareholders will be entitled to attend and vote at and to receive notice of all general meetings.

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.

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NAMES AND ADDRESSES OF SUBSCRIBERS

COMBINED NOMINEES LIMITED
16-26 Banner Street,
London, EC1Y 8QE.

COMBINED SECRETARIAL SERVICES LIMITED
16-26 Banner Street,
London, EC1Y 8QE.

Dated this 1st Day of April 1992

Witness to the above signatures:-

B.R.Millar,
110 Whitechurch Road,
Cardiff CF4 3LY