

FILE COPY



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

Company No. 5008265

The Registrar of Companies for England and Wales hereby certifies that
19 ALL SAINTS 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 7th January 2004



N05008265D



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of registered office

CHFP021

Notes on completion appear on final page

Company Name in full

19 ALL SAINTS ROAD LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

19 ALL SAINTS ROAD

Post town

LONDON

County / Region

Postcode

W11 1HE

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.

Agent's name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

~~Desmond Banks & Co~~

~~25 Powis Terrace~~

~~London W11 1JJ~~

~~DX47807 Ladbroke Grove~~

DX number

DX exchange



Form April 2002

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

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title *Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

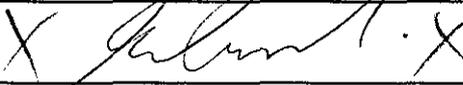
Address

Hunter's Brook, Epping Road
 Bradley Common
 Waltham Abbey
 Essex Postcode EN9 2DH
 Country U.K.

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

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

Hunter's Brook, Epping Road
 Bradley Common
 Waltham Abbey
 Essex Postcode EN9 2DH
 Country U.K.

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Day Month Year

Date of birth

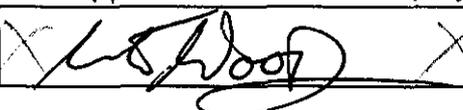
Nationality

Business occupation

Other directorships

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

Consent signature

 Date

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.

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5008765

THE COMPANIES ACTS 1985 to 1989



A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

19 ALL SAINTS ROAD LIMITED



1. The name of the Company is 19 All Saints Road Limited
2. The registered office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are:-
 - (a) To acquire, hold, manage, maintain, administer and deal with certain land and buildings known as 19 All Saints Road, London W11 1HE (hereinafter called "the Building") (as a commonhold association or otherwise) and to provide for and maintain in good repair the Building and to provide such renewals and additions as may from time to time become necessary to maintain and improve the amenities of the Building including placing and maintaining policies of insurance in respect of all parts of the Building against loss or damage by fire, storm or tempest or special perils normally included in property owners' policies and the placing and maintaining of policies of insurance against all third party claims and all such other policies of insurance as shall be considered desirable.
 - (b) To do all or any of the works or things following, that is to say: all works and things requisite, necessary, convenient or desirable for providing lighting and heating facilities, for supplying electricity, gas, water and all other services and amenities to the Building and for paying the rates and taxes including water rates (if any) and all other outgoings of whatsoever nature charged, assessed or payable thereon or on any part thereof and for engaging gardeners and other employees to provide amenities and services for the Building and the residents thereof.
 - (c) To enter into leases, deeds, covenants and other instruments whereby the Company may or shall assume liabilities and responsibilities for carrying out obligations of all kinds of or in connection with the Building and the residents thereof.
 - (d) To manage, administer and deal with land and buildings whether belonging to the Company or not and to collect rents and income and provide and supply to or for owners and occupiers of land or buildings services and goods of all kinds.
 - (e) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property which may be deemed necessary, convenient or desirable for any of the purposes of the Company.
 - (f) To construct, alter and maintain any buildings or carry out works necessary or convenient or desirable for any of the purposes of the Company or for the use of

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or as an amenity for the Building or the residents thereof.

- (g) To take any gift of any real or personal property for any one or more of the objects of the Company whether or not subject to any special trust or condition.
- (h) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (i) To undertake and execute any trust or agency business (whether gratuitously or otherwise) the undertaking whereof may seem desirable whether as being convenient for or conducive to any of the objects of the Company or as being a convenience or amenity for the Building or for the residents thereof.
- (j) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (k) To carry on all or any of the following businesses, namely: builders and contractors, carpenters, decorators, gardeners, engineers, merchants of and dealers in stone, sand, lime, bricks, timber, iron, steel, hardware, paint and other building or decorating requisites, electrical, heating, refrigeration and sanitary equipment, house and estate agents and insurance agents.
- (l) To sell, let or dispose of all or any of the property of the Company.
- (m) To enter into and make and be party to and accept such covenants and agreements in relation to or in connection with the Building or any other land or personal property as the Company may think fit.
- (n) To carry on any other trade or business or undertake any obligations, duties and responsibilities whatsoever which can in the opinion of the Company be advantageously carried on or undertaken by the Company in connection with or ancillary to any of the above objects.
- (o) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (p) To do all or any of the things hereinbefore authorised either alone or in conjunction with or as trustee or agent for others or by or through trustees or agents and either with or without the intention or object of profit and whether gratuitously or otherwise.

PROVIDED ALWAYS that the objects set forth in any sub-clause of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any sub-clause or by the name of the Company. None of such sub-clauses or the objects therein

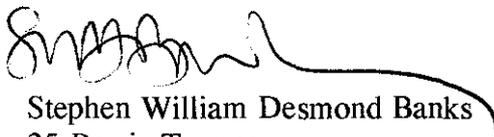
specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects mentioned in the first sub-clause but the Company shall have full power to exercise all or any of the powers conferred by any parts of this clause notwithstanding that the business, undertaking, property or acts proposed to be transacted acquired dealt with or performed do not fall within the objects of the first sub-clause of this clause.

- 4 The liability of the members is limited.
5. (a) The Share Capital of the Company is £6 divided into 6 Ordinary Shares of £1 each. The Company shall not without the unanimous consent of all the members of the Company increase the share capital of the Company or consolidate or divide its share capital or sub-divide its existing shares or cancel any shares or redeem its share capital or purchase its own shares.
- (b) The Ordinary Shares in the capital of the Company shall confer upon the holders thereof the right to receive notice of and to attend at all meetings of the Company and a right to one vote in respect of each such Ordinary Share held.

I, the Subscriber to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum and agree to take the number of shares shown opposite my name.

Name and Address of Subscriber:

Number of Shares taken by Subscriber


Stephen William Desmond Banks
25 Powis Terrace
London W11 1JJ

One Ordinary Share

Total Shares Taken:

One Ordinary Share

Dated 4 January 2004

2003 AS

Witness to the above signature:

AT Hwey
126 OXFORD GARDENS
LONDON
W10 6LY
University Lecturer

THE COMPANIES ACT 1985 TO 1989
A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF
19 ALL SAINTS ROAD LIMITED

PRELIMINARY

1. The Company is a Private Company within the meaning of Section 1 of the Companies Act 1985 ("the Act"). Accordingly the Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company or 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 the shares or debentures being offered for sale to the public. The Regulations set out in Table A of the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Table A to F) (Amendment) Regulations 1985 shall apply to the Company save in so far as they are excluded or varied hereby. The clauses of Table A numbered 3, 24, 30, 32(b), 64 to 69, 73, 74, 75, 76, 77, 78, the second and third sentences of Article 79, 81, 87, 89, 93, 94, 95, 102 to 108 and 110 shall not apply to the Company and in lieu thereof and in addition to the remaining clauses of Table A as so amended the following shall be the regulations of the Company.

SHARES

2. Clauses 32 to 35 of Table A shall be modified to the extent requisite to accord with Clause 6 of the Memorandum of Association of the Company. Subject only as hereinafter provided the directors of the Company shall within a period of five years from the date of incorporation of the Company be entitled to exercise the Company's power to allot grant options over or otherwise dispose of the shares which are comprised in the authorised share capital with which the company is incorporated. The members of the Company shall have power from time to time by ordinary resolution to grant options over or otherwise dispose of any shares in the original capital of the Company but no authority for the directors to allot grant options over or otherwise dispose of shares shall be valid for more than five years from the date of passing the members resolution to which it relates. Sub-sections 89(1), Section 90(1) to (5) and Section 90(6) of the Act shall not apply in relation to the issue of any equity securities by the Company but in substitution therefor the provisions of these Articles relating to the issue and transfer of any equity securities shall apply.
3. The lien conferred by Article 8 of Table A shall extend to fully paid shares registered in the name of any person indebted or under liability to the Company on any account whatsoever whether he or she shall be the sole registered holder thereof or shall be one of several joint holders.
4. The shares in the capital shall not be allocated otherwise than to the individual units

forming part of the property known as 19 All Saints Road, London W11 1HE (each hereinafter called a "Unit"). Each Unit may be allocated one share, to be allotted to the owner thereof.

5. No person shall be entitled to hold a share in the Company unless he or she is a lessee of a Unit (hereinafter called "the permitted holder"). No sub-tenant or any person for whatever reason occupying a Unit other than the lessee shall be entitled to be a member of the Company.
6. From time to time all such allotments and transfer of shares shall be made as may be necessary to ensure that every share is held by the permitted holder thereof.
7.
 - (a) If no shares shall be held by the owner of a Unit the owners of all issued shares may each simultaneously transfer to the said owner so many shares as will lead to the said owner and the said owners then each holding the same number of shares but otherwise a share shall be transferred and may only be transferred upon or immediately before a change in the ownership of the lease of the Unit to which it is allocated and only to the person becoming or about to become the permitted holder thereof.
 - (b) The price to be paid upon the transfer shall in default of agreement between the transferor and transferee be the nominal value of the share.
 - (c) If the holder of a share ceases to be the owner of the lease of the Unit to which it is allocated but the share is not transferred to the permitted holder thereof:
 - (i) the holder shall cease to be entitled to exercise any of the rights and privileges of a member of the Company and shall cease to be a director thereof; and
 - (ii) the chairman for the time being of the directors or failing him or her one of the directors duly appointed by resolution of the Board shall forthwith be deemed to be the duly appointed attorney of that holder with full power in his or her name and on his or her behalf to execute, complete and deliver a transfer of his or her share to the permitted holder thereof and the Company may receive and give a good discharge for the purchase money and enter the name of the transferee in the Register of Members as the holder by transfer of the said share.
 - (d) The directors shall be bound to register transfers made in accordance with this article but no other transfer shall be registrable.
8.
 - (a) Where more than one person owns the lease of a Unit all such persons shall be the joint permitted holder of the shares allocated thereto but they shall have only one vote in right of such shares whether as members or directors.
 - (b) The Company shall where it has notice of the same be obliged to recognise the rights of any mortgagee of any share of the Company where such mortgagee is also a mortgagee of the lease of the Unit in respect of which they are held and such mortgagee shall have the same rights, privileges and liabilities in respect

thereof.

BORROWING POWERS

9. The directors may exercise all the powers of the Company to borrow money whether in excess of the nominal amount of the Share Capital of the Company for the time being issued or not and to mortgage or charge its undertaking or property or any part thereof and subject to Section 80 of the Act to issue debentures, debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company or any third party without any limit on the amount for the time being remaining undischarged of moneys so borrowed or secured and the proviso limiting such amount contained in that section shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

10. A poll may be demanded by one or more members present in person or by proxy and having the right to vote at the meeting and paragraphs (b), (c) and (d) of Clause 46 of Table A shall be modified accordingly.

DIRECTORS

11. The number of directors (other than alternate directors) shall be subject to a maximum equal to the number of Units in the Building but shall not be less than two.
12. (a) The person or persons named in the statement delivered to the Registrar of Companies prior to the incorporation of the Company under section 10 of the Companies Act 1985 shall be the first director or directors of the Company. A director shall not require a share qualification until the subscriber shares have been allocated to specific Units and allotted to and registered in the names of the lessees thereof. Upon the registration of any permitted holder as a member of the Company he or she shall automatically become entitled to stand for election to the office of director. Where two or more persons hold a share jointly only one of those persons may hold office as a director.

(b) All persons standing for election as director must be elected to the board of directors by the Company in general meeting as follows:-
 - (i) a permitted holder who occupies his or her Unit as his or her primary residence (defined as his or her only residence at which he or she is resident within the ordinary meaning of the word for a total of nine months or more in any period of twelve months immediately prior to his or her proposed election) shall be elected a director of the Company by Ordinary Resolution of the Company in general meeting;
 - (ii) a permitted holder who does not occupy his or her Unit as his or her primary residence may only be elected a director of the Company by Special Resolution of the Company in general meeting.
- (c) All the directors of the Company shall retire from office at every annual general meeting. Retirement shall be automatic. A retiring director may stand for

re-election.

13. No person shall be disqualified from being or becoming a director of the Company by reason of his or her attaining or having attained the age of seventy years or any other age.
14. Provided that a director declares his or her interest in a contract or arrangement or proposed contract or arrangement with the Company in manner provided by Section 317 of the Act, he or she shall be counted in the quorum at any meeting of directors at which the same is considered and shall be entitled to vote as a director in respect thereof.
15. The quorum necessary for the transaction of the business of the directors may be fixed by the directors and until so fixed shall except when one director only is in office be two. When one director only is in office he or she shall have and may exercise all the powers and authorities in and over the affairs of the Company as by the regulations of the Company are conferred on the board of directors.
16. A resolution determined on without any meeting of directors and evidenced by writing under the hands of all the directors or a sole director shall be as valid and effectual for all purposes as a resolution of the directors passed at a meeting duly convened, held and constituted. Such resolution may consist of several documents in the like form each signed by one or more directors.

ALTERNATE DIRECTORS

17. A director other than a sole director who for any reason considers that he or she is unlikely to be able to attend meetings of the Board may, by writing, appoint any person to be an alternate director in his or her place for a period not exceeding six months on any one occasion. The person so appointed shall not be required to hold any qualification shares and shall be entitled to receive notices of and to attend and vote at meetings of the Board and shall automatically vacate his or her office on the expiration of the term for or the happening of the event until which he or she is by the terms of his or her appointment to hold office or if the appointor in writing revokes the appointment or himself ceases for any reason to hold office as a director. An appointment of an alternate director under this clause shall not prejudice the right of the appointor to receive notices of and to attend and vote at meetings of the board and the powers of the alternate director shall automatically be suspended during such time as the director appointing him or her is himself present in person at a meeting of the board.

DISQUALIFICATION OF DIRECTORS

18. The office of director shall be vacated if the director:
 - (a) becomes bankrupt or insolvent or makes an arrangement or composition with his or her creditors generally; or
 - (b) becomes prohibited from being a director by reason of any order made under

Sections 295 to 300 of the Act;

- (c) becomes of unsound mind;
 - (d) except in the case of a director named in the statement delivered to the Registrar of Companies prior to the incorporation of the Company, ceases to hold any necessary share qualification or does not obtain the same within one month from the date of his or her appointment;
 - (e) resigns his or her office by notice in writing to the Company; or
 - (f) is removed from office by a resolution passed pursuant to Section 303 of the Act.
19. The directors shall cause such accounting records to be kept as shall be necessary to enable accounts of the Company to be prepared in accordance with the provisions of the Act.
20. The accounting records shall be kept at the registered office of the Company or subject to Section 222 of the Act at such other place or places as the directors think fit and shall always be open to the inspection of the officers of the Company.
21. The directors shall from time to time in accordance with the Act unless and to the extent exempted from so doing in accordance with the Act, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in the Act.

AUDITORS

22. Subject to Section 252 of the Act auditors shall be appointed in accordance with Section 384 of the Act.

NOTICES

23. The persons on whom the ownership of shares devolve as personal representatives or trustees in bankruptcy of a member shall not, unless and until they become members of the Company, be entitled to receive notices of meetings of the Company.

24. THE SEAL

The Company shall not need a common seal for business conducted in England and Wales. A document signed by a director and the secretary or two directors and expressed to be executed by the Company or to be signed by the Company as a deed shall have the same effect as if it were under the Company seal.

25. INDEMNITY

- (a) Subject to section 310 of the Act every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in or about the

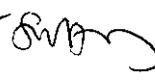
execution of the duties of his or her office or otherwise in relation thereto including any liability incurred by him or her in defending any proceedings, whether civil or criminal or in connection with any application under section 144 or section 727 of the Act in which relief is granted to him or her by the court and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his or her office or in relation thereto

(b) The directors shall have power to purchase and maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in section 310(1) of the Act

(c) Clause 118 in Table A shall not apply to the Company

Name and Address of Subscriber:


Stephen William Desmond Banks
25 Powis Terrace
London W11 1JJ

Dated 4 January 2004 ~~2003~~ 

witness:


126 OXFORD GARDENS
LONDON
W10 6LY
University lecturer