



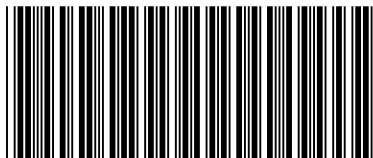
CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 4819559

The Registrar of Companies for England and Wales hereby certifies that
4 THE HILL MANAGEMENT COMPANY 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 3rd July 2003



N04819559B



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



Companies House

— for the record —

Electronic statement of compliance
with requirements on application
for registration of a company
pursuant to section 12(3A) of the
Companies Act 1985

Company number

4819559

Company name

4 THE HILL MANAGEMENT COMPANY
LIMITED

I,

MARTIN TAYLOR

of

52 NEW TOWN
UCKFIELD
EAST SUSSEX
TN22 5DE

a

person named as a director of the company in the
statement delivered to the registrar of companies
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section
12(3A) of the Companies Act 1985

Statement:

I hereby state 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.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies
electronically and authenticated in accordance with the registrar's
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to
criminal prosecution



Companies House

— for the record —

10(ef)

**First directors and secretary and
intended situation
of registered office**



XHSHRMAA

Received for filing in Electronic Format on the: **02/07/2003**

*Company Name
in full:* **4 THE HILL MANAGEMENT COMPANY
LIMITED**

*Proposed Registered
Office:* **17 GLOUCESTER AVENUE
SIDCUP
KENT
UK
DA15 7LP**

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **TAYLOR MARTYN**
Agent's Address: **MAPLE BARN
BUCKHAM HILL
UCKFIELD
UK
TN22 5XZ**

Company Secretary

Name **CLAIRE LOUISE COURTNAGE**

Address: **MAPLE BARN
BUCKHAM HILL
UCKFIELD
EAST SUSSEX
TN22 5XZ**

Consented to Act: **Y** *Date authorised* **02/07/2003** *Authenticated:* **Y**

Director 1:

Name **MARTIN TAYLOR**

Address: **52 NEW TOWN
UCKFIELD
EAST SUSSEX
TN22 5DE**

Nationality: **BRITISH**

Business occupation: **LAWYER**

Date of birth: **11/04/1955**

Consented to Act: **Y**

Date authorised **02/07/2003**

Authenticated: **Y**

Authorisation

Authoriser Designation: **AGENT** *Date Authorised:* **30/06/2003** *Authenticated:* **Yes**

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF 4 THE HILL MANAGEMENT COMPANY LIMITED

1. The name of the Company is 4 THE HILL MANAGEMENT COMPANY LIMITED

2. The Registered Office will be situate in England.

3. The objects for which the Company is established are:-

(A) To manage the building known as 4 The Hill, Northfleet, Gravesend, Kent comprising six flats and to supply to the lessees and occupiers of such flats such services as are mentioned in the respective leases of such flats.

(B) To exercise the functions of a Residents Association and Management Company formed to safeguard and promote the common interest of the residents of such building aforesaid.

(C) To borrow and raise money in such manner as the Company shall think fit.

(D) To do such things as are incidental or conducive to the attainment of the above objects or as are calculated to enhance the value, amenities and beneficial advantage of such building aforesaid.

(E) To purchase, take on lease or otherwise acquire all or any part of such building as aforesaid and its curtilage or easements or other rights over or in respect of all or any of the same (with power to negotiate or accept any modifications of or deletion from any lease, grant or agreement of or affecting the same) and to sell or otherwise dispose of any property or rights for the time being belonging to the Company which it shall not be deemed expedient to retain for the benefit of the members of the Company.

(F) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.

(G) To sell, lease, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects.

(H) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.

(I) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects.

(J) To do such other things as are incidental or conducive to the attainment of the above objects

or any of them.

4. The liability of the Members is limited.

5. The Share capital of the Company is six pounds divided into six Ordinary Shares of one pound each. No person shall be admitted to membership of the Company other than the persons who are the lessees for the time being of the leases of the flats in such building as aforesaid. Section 17 of the Companies Act 1985 shall not apply to this Clause.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum, and we agree to take the number of shares shown opposite our respective names.

Names Address and Descriptions of Subscribers

Number of shares
taken by each
Subscriber

CLAIRE LOUISE COURTNAGE
Maple Barn
Buckham Hill
Uckfield
East Sussex
TN22 5DE

ONE

Secretary

Dated 30 June 2003

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF 4 THE HILL MANAGEMENT COMPANY LIMITED

PRELIMINARY

1. Subject as hereafter provided, the regulations contained in Table A as prescribed pursuant to Section 8 of the Companies Act 1985 (hereinafter called "the Act") and as in force at the date of Incorporation of the Company (hereinafter called "Table A") shall apply to the Company.
2. Regulations 8, 24, 64, 82, 87, 94, 95 and 96 of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter contained, shall constitute the regulations of the Company. Unless the context otherwise requires words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force at the date of Incorporation of the Company.
3. In these Articles:-
 - (a) "Flat" means one of the six flats in the building referred to in Clause 3(A) of the Memorandum of Association.
 - (b) "Owner" means the lessee for the time being of a Flat.
 - (c) "Ordinary Share" means the share in the Company which is acquired by the Owner on the occasion of the grant or assignment to him of a lease of a Flat.

SHARES

4. The Directors of the Company are authorised during the period of five years from the date of Incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit subject to the provisions of Article 6 of these Articles and provided that no shares shall be issued at a discount.
5. Section 89(1) of the Act shall not apply to the allotment by the Company of equity securities.
6. No person except an Owner shall be registered as the owner of an Ordinary Share and no Owner shall be registered as the holder of more than one Ordinary Share for each Flat of which he or she holds the lease. One Ordinary share shall be issued to the lessee of a Flat to the intent that ownership of each Flat will carry with it the ownership of one 1/6 of the Company. If more than one person is jointly the owner of a Flat, those persons shall jointly hold the corresponding share in the

Company but shall have only one vote in respect of such share (whether as Members or Directors) which shall be cast by the holder whose name first appears in the Register of Members.

7. The Directors shall be bound to register:-

(a) a transfer by an Owner of his Ordinary Share to an assignee of the lease of his Flat.

(b) as a member any person who has by reason of the death, bankruptcy or insolvency of a member become entitled to the member's Ordinary Share and has vested in him the member's lease of his Flat.

(c) a transfer by a mortgagee of any Ordinary Share to a purchaser from such mortgagee under his power of sale of the Flat in respect of which such Ordinary Share was charged to the mortgagee.

LIEN

8. The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all the monies presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

TRANSFER AND TRANSMISSION OF SHARES

9. If a member fails to transfer his Ordinary Share to an assignee of the lease of the Flat of which he is the Owner within one month of the date of the relevant assignment of the lease the Directors shall be entitled by resolution to appoint some person to be the attorney of such member to execute the transfer of such Ordinary Share to such assignee for its nominal value and the Company shall upon receiving the purchase price from the assignee register such transfer and thereupon the transferee shall become a member in place of the previous holder of such Ordinary Share.

GENERAL MEETING

10. Every notice convening a general meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the Secretary for the time being of the Company.

DIRECTORS

11. Unless and until the Company in general meeting shall otherwise determine, the number of Directors shall not be less than two nor more than six. No person other than an Owner shall be a Director and upon that person ceasing to be an Owner he or she shall cease forthwith to be a Director of the Company.

12. The first Director or Directors of the Company shall be the person or persons named as the first Director or Directors of the Company in the statement delivered under Section 10(2) of the Act.

13. 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.

PROCEEDINGS OF DIRECTORS

14. A Director may vote 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 the quorum present at any meeting at which any such contract or arrangement is considered.

SECRETARY

15. A person other than an owner may be the Secretary of the Company. The first Secretary of the Company shall be the person named as the first Secretary of the Company in the statement delivered under Section 10(2) of the Act.

INDEMNITY

16. In addition to the indemnity contained in regulation 118 of Table A and subject to the provisions of Section 310 of the Act every Director, managing Director, agent, auditor, secretary, and 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 proper execution and discharge of the duties of his office.

Names Addresses and Descriptions of Subscribers

CLAIRE LOUISE COURTNAGE

Maple Barn
Buckham Hill
Uckfield
East Sussex
TN22 5DE

Secretary

Dated 30 June 2003