



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 5646777

The Registrar of Companies for England and Wales hereby certifies that
BALDWYNS MANSION FREEHOLD 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 6th December 2005



N0 5646777B



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

5646777

Company name

BALDWYNS MANSION FREEHOLD LIMITED

I,

ALAN ROBERT MILNE

of

SOMERS
MOUNTS HILL
BENENDEN
KENT
TN17 4ET

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



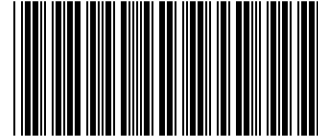
Companies House

— for the record —

10(ef)

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

Received for filing in Electronic Format on the: **06/12/2005**



XY5N1AZX

*Company Name
in full:*

**BALDWYNS MANSION FREEHOLD
LIMITED**

*Proposed Registered
Office:*

**7 BALDWYNS MANSION
CALVERT DRIVE
BEXLEY
KENT
DA2 7GA**

memorandum delivered by an agent for the subscriber(s): **No**

Company Secretary

Name

ARM SECRETARIES LIMITED

Address:

**SOMERS
MOUNTS HILL
BENENDEN
KENT
TN17 4ET**

Consented to Act: **Y**

Date authorised **06/12/2005**

Authenticated: **Y**

Director 1:

Style/Title: **MR**
Name **ALAN ROBERT MILNE**

Address: **SOMERS
MOUNTS HILL
BENENDEN
KENT
TN17 4ET**

Nationality: **BRITISH**
Business occupation: **CHARTERED SECRETARY**
Date of birth: **18/07/1941**

Consented to Act: **Y** *Date authorised* **06/12/2005** *Authenticated:* **Y**

Director 2:

Name **ARM SECRETARIES LIMITED**

Address: **SOMERS
MOUNTS HILL
BENENDEN
KENT
TN17 4ET**

Consented to Act: **Y** *Date authorised* **06/12/2005** *Authenticated:* **Y**

Authorisation

Authoriser Designation: **SUBSCRIBER** *Date Authorised:* **06/12/2005** *Authenticated:* **Yes**

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

MEMORANDUM OF ASSOCIATION

OF

Baldwyns Mansion Freehold Limited

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- 1** The Company's name is: Baldwyns Mansion Freehold Limited
- 2** The Company's Registered Office is to be situated in England and Wales.
- 3** The Company's objects are:
- A** To carry on the business of a general commercial company; and to do all of or anything connected with the above objects to, for or on behalf of any company, individual, groups of individuals, government (whether local, regional, national or supra-national), government agencies, international organisations or for any other body or organisation; and that all or any of the above be carried on as principal, partner, consortium member, joint venture partner, agent, contractor, sub-contractor, licensee, licensor, franchisee or franchisor; and to do all or any of the above anywhere in the world.
- B** To act as agents, representatives or trustees for, or consultants to, any firms, persons or corporations in any matters or businesses, and to appoint agents, representatives, trustees or consultants for the purpose of doing or carrying out any work, business or obligation, or holding and dealing with any moneys, securities or property, and the income or other proceeds arising therefrom or from any sale, exchange or disposal thereof, for and on behalf of the Company.
- C** To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to further the objects and prosperity of the Company's business or to enhance the value of or render more profitable any of the Company's property, or any enterprise or engagement in which the Company may be interested or concerned.
- D** To purchase, or to acquire and exercise options or rights in respect of any salvaged, condemned or damaged vessel or vessels, cargo or other property or any other merchandise, wares, fuel, raw or manufactured material, stuffs or products and to purchase or by any other means acquire any freehold, leasehold or other property or other estate, tenancy or interest whatever and any rights, privileges or easements over or in respect of any property and any buildings, works, machinery, engines, rolling stock, plant, live and dead stock or things and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with, or may enhance the value of, any other property of the Company.

- E** To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, factories, mills, offices, works, walls, fences, roads, rights of way, machinery, engines and to clear sites for the same, or to join with, retain or employ any other person, firm or company in doing any of the things aforesaid and to work, manage and control the same or join with others in so doing.
- F** To purchase or by other means acquire and protect, prolong and renew whether in the United Kingdom, European Union or elsewhere any patents, patent rights, brevets d'invention, trademarks, registered designs, copyrights, licences, protections and concessions which may appear to be advantageous to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, or publish, print and distribute publications so protected or connected therewith, and to expend money in experimenting upon and testing and developing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- G** To promote and advertise the products and services of the Company and to reward customers or potential customers and to promote and take part in any scheme likely to benefit the Company.
- H** To acquire and undertake the whole or any part of the business, goodwill and assets of any company, person or firm wherever domiciled, resident or incorporated carrying on or proposing to carry on any of the business which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such company, enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any company, person or firm and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- I** To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- J** To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- K** To lend and advance money or give credit to such persons and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company and to give guarantees or become security for any such persons.
- L** To borrow and raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, 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 Company's property or assets (whether present or future), including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake or to give indemnity or protection from liability to any officer of the Company who may undertake or become subject to any liability or engagement on behalf of the Company.
- M** To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, letters of credit, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- N** To subscribe for, take, purchase or otherwise acquire and hold shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as to directly or indirectly to benefit this Company.

- O** To enter into any arrangements with any governments, quasi-governmental bodies or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the Company's objects or any of them and to obtain from any such government, body, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- P** To remunerate any person, firm or company rendering services to this Company, whether by cash payment or by the allotment to him or to them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- Q** To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company or to contract with any person, firm or company to pay the same and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or securities of this Company.
- R** To grant pensions, allowances, gratuities and bonuses to directors or ex-directors or other employees or ex-employees of the Company or its predecessors in business or of its holding company or subsidiary companies (if any) or the dependants of such persons; and to establish and support or aid in the establishment or support of any schools and any educational, medical, scientific, literary, religious or charitable institution or trade societies be they solely connected with the trade carried on by the Company or its predecessors in business or not, and any club building or housing scheme, fund, trust or other establishment which may in the opinion of the directors be calculated to advance the interests of the Company or its predecessors in business; and that these may be anywhere in the world.
- S** To procure the Company to be registered, have an office or be recognised throughout the European Union and in any foreign country or place.
- T** To promote any other company for the purpose of acquiring all or any of the property of undertaking and any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company, or to enhance the value of any property or business of this Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- U** To amalgamate with any other company having objects altogether or in part similar to those of this Company.
- V** To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit and in particular for shares, debentures, debenture stock or other securities of any company purchasing the same.
- W** To distribute among the members of the Company in kind any property of the Company and in particular any shares, debentures or other securities of other companies belonging to this Company or of which this Company may have the power of disposing.

- X** To do all or any of the above things in any part of the world and either as principals, agents, contractors, sub-contractors, joint venture partners, trustees or otherwise and by or through agents, sub-contractors, joint venture partners, trustees or otherwise and either alone or in conjunction with others and to carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the other objects of the Company, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights, and to do all such other things as may be thought to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company", save where used in reference to this Company, in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and 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 order in which the same occur or the name of the Company.

- 4** The liability of the members is limited.
- 5** The Company's share capital is £14 divided into 14 ordinary shares of £1 each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and to attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment or capital, voting or otherwise.

I, the subscriber to this memorandum of association, wish to be formed into a single member company pursuant to this memorandum; and I agree to take the number of shares shown opposite my name

NAME, ADDRESS AND DESCRIPTION
OF SUBSCRIBER

NUMBER OF SHARES
TAKEN BY THE
SUBSCRIBER

ALAN ROBERT MILNE
Somers
Mounts Hill
BENENDEN
Kent TN17 4ET

ONE

CHARTERED SECRETARY

Dated: 5 December 2005

WITNESS to the above signature:-

PAULINE MARGARET THORN
Somers
Mounts Hill
BENENDEN
Kent TN17 4ET

SECRETARY

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

ARTICLES OF ASSOCIATION

OF

Baldwyns Mansion Freehold Limited

PRELIMINARY

- 1** The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (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 8, 64, 73, 74, 75 and 118 of Table A shall not apply to the Company; and in addition to the remaining clauses of Table A, as varied hereby, the following shall be the articles of association of the Company.

SHARES

- 2.1** At incorporation the Company is a Single Member Company.
- 2.2** The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and to attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.
- 2.3** Subject to sub-article 2.4 hereof all shares shall be under the control of the directors and the directors may allot, grant options over or otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit.
- 2.4** The directors are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (such Act being hereinafter referred to as "the Act") to allot relevant securities (as defined in section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital with which the Company is incorporated; and that this authority shall expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in general meeting.
- 2.5** The directors shall be entitled under the authority conferred by this article to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.
- 2.6** In accordance with section 91 of the Act, section 89(1) and section 90(1) to (6) of the Act shall not apply to any allotment of equity securities (as defined in section 94 of the Act) by the Company.

- 3** The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (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 fully paid or not) standing registered in the name of any person whether solely or as one of two or more joint holders for all monies presently payable by him or his estate to the Company; 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 on a share shall extend to any dividend or other amount payable in respect thereof.
- 4** The liability of any member in default in respect of a call shall be increased by adding to the end of the first sentence of clause 18 of Table A the words "and all expenses which may have been incurred by the Company by reason of such non-payment".

TRANSFER OF SHARES

- 5** The directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share, and clause 24 of Table A shall be modified accordingly.

GENERAL MEETINGS AND RESOLUTIONS

- 6** Clause 41 of Table A shall be read and construed as if the last sentence ended with the words: "and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved".

DIRECTORS

- 7.1** Unless and until the Company in general meeting shall otherwise determine, there shall not be any limitation as to the number of directors. 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; and clause 89 of Table A shall be modified accordingly.
- 7.2** The directors shall not be required to retire by rotation and clauses 76 to 80 shall be modified accordingly.
- 7.3** No person shall be appointed a director of the Company in any general meeting unless he has been recommended by the directors; or not less than 14 nor more than 35 clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.
- 7.4** Subject to article 7.3 above, the Company may by ordinary resolution in general meeting appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
- 7.5** 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 of directors for the time being in force.
- 8** The directors may exercise all the powers of the Company to borrow money without limit, 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 a security for any debt, liability or obligation of the company or of any third party.

- 9** A director may vote as a director on any resolution concerning 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 94 of Table A shall be modified accordingly.

INDEMNITY

- 10.1** Every director, officer or auditor of the Company shall be indemnified out of the Company's assets against all losses or liabilities incurred or sustained by him in or about the execution and discharge of his duties, including any liability incurred by him in defending any civil or criminal proceedings in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 144 or section 727 of the Act in which relief is granted to him by the Court, and no director or 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 office or in relation thereto. This Article shall only have effect insofar as its provisions are not avoided by section 310 of the Act.
- 10.2** The directors shall have powers 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 from and after the bringing in to force of section 137 of the Companies Act 1989.

THE SEAL

- 11.1** The Company need not have a seal; and if it does not, clause 6 of Table A shall be modified accordingly.
- 11.2** The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER

ALAN ROBERT MILNE
Somers
Mounts Hill
BENENDEN
Kent TN17 4ET

CHARTERED SECRETARY

Dated: 5 December 2005

WITNESS to the above signature: -

PAULINE MARGARET THORN
Somers
Mounts Hill
BENENDEN
Kent TN17 4ET

SECRETARY