

Company No: 3061395

THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- OF -

*Bancchambers Harmsley
Management Company Limited*

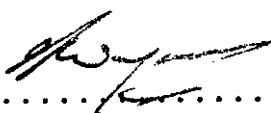
At an Extraordinary General Meeting of the members of the above named Company, duly convened and held at:-

Burlington House
40 Burlington Rise
East Barnet
Herts EN4 8NN

on the *25th* day of *May* 1995

the following SPECIAL RESOLUTION was duly passed:-

THAT OBJECTS CLAUSE 3(a) BE DELETED ENTIRELY AND THE ATTACHED NEW CLAUSE 3(a) BE SUBSTITUTED IN ITS PLACE.


.....
Director/Secretary



THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- OF -

BANKCHAMBERS HORNSEY MANAGEMENT COMPANY LIMITED

(Objects Clause 3(a) was changed by special Resolution dated 25/5/95)

1. The name of the company is "Bankchambers Hornsey Management Company Limited."

2. The registered office of the Company will be situate in England.

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

(a) To carry on the business as a property company in all its many branches and as owners and managers of property and to maintain, manage, repair, administer and service houses, buildings, flats, garages and premises of every description and the gardens and curtilage thereof and to acquire, maintain, repair, service, administer and deal in other land and property of any tenure for the benefit of the lessees for the time being thereof and for such persons, firms or bodies having dealings with the Company and to enter into any contracts, leases or other documents and employ such parties as may be expedient for the furtherance of the aforesaid objects; to construct, erect repair, maintain, renew and renovate flats, houses, offices garages and buildings of every description, and land owned by the Company or managed by the Company and to lay out, maintain and use such land for the purposes of gardens and such other purposes as in the opinion of the Company can conveniently be combined with such uses aforesaid and to permit such persons to use and enjoy the same on such terms and subject to such regulations as the Company shall from time to time determine; to carry on business as property advisers and consultants and to provide such advisory and consultancy services as may be required from time to time by persons having dealings with the Company.