

Company No: ~~1111~~ 3270506

THE COMPANIES ACT 1989
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION

- OF -

MAJOR. LODGE CONSULTANTS 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 31st day of October 1996

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 -

MANOR LODGE CONSULTANTS LIMITED

(Objects Clause 3(a) was changed by Special Resolution dated 31/10/96)

1. The name of the Company is "Manor Lodge Consultants Limited".
2. The registered office of the Company will be situated in England or Wales.
3. The objects for which the Company is established are:-

(a) To purchase, rent, lease, obtain in exchange or otherwise acquire any freehold, leasehold or other property in land buildings, houses, businesses, ground rents, chief rents, loans, mortgages, debentures, stocks, shares, bonds, policies, debts or obligations and to hold the same as investments of the Company and to enjoy the income therefrom; to act as property dealers or to manage, let, rent, modernise, convert, develop, furnish, lease or otherwise dispose of the same in such manner as the Company deem fit; to carry on the business as builders, painters, decorators, contractors, glaziers, plasterers, paperhangers, plumbers, joiners, carpenters, cabinet makers, electricians or otherwise; to undertake or direct the management of any property belonging to the Company or to other persons, and to transact on commission or otherwise the business of land and investment managers; as employments agents, estate agents, accommodation and letting agents, business transfer agents, financiers and investments advisers and consultants, rent collectors, management consultants or otherwise, all as the company sees fit; to do all or any of the above acting as principals, agents, brokers, contractors, trustees, appointees, lessors, lessees or otherwise either in the United Kingdom or elsewhere.