



COMPANIES FORM No. 12

12

**Statutory Declaration of compliance
with requirements on application
for registration of a company**Please do not
write in
this margin

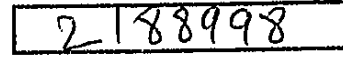
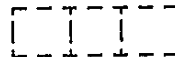
Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

For official use



Name of company

* BALTORTEN LIMITED

* insert full
name of Company

I, CHRISTOPHER IAN ROBINSON

of POST & MAIL HOUSE, 26 COLMORE CIRCUS, BIRMINGHAM B4 6BH

† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it have been complied with,
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835

Declared at Post and Mail House, 26
Colmore Circus, Birmingham,
West Midlands B4 6BH
the 7th day of October
One thousand nine hundred and 87
before me A. I. Davies

Declarant to sign below

C I Robin

A. I. DAVIES, Esq.,
Solicitor Empowered to Administer Oaths
GATELEY WARREN & CO.,
SOLICITORS
POST & MAIL HOUSE
26, COLMORE CIRCUS
BIRMINGHAM, B4 6BH

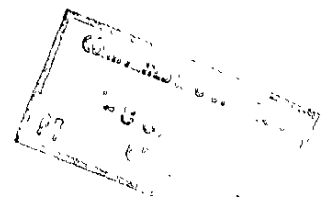
Presenter's name address and
reference (if any):

Pinsent & Co
Post & Mail House
26 Colmore circus
Birmingham
B4 6BH

For official Use

New Companies Section

Post room



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoth Street, London SE1 5TS

Companies G12

4-88 B'HAM.
5017173

**Statement of first directors
and secretary and intended
situation of registered office**

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

Please complete
legibly, preferably
in black type, or
bold block lettering

*Insert full name
of company

Name of company

* BALTORTEN LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

Post & Mail House, 26 Colmore Circus, Birmingham B4 6BH	
	Postcode

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

☐

	Postcode

Number of continuation sheets attached (see note 1)

☐

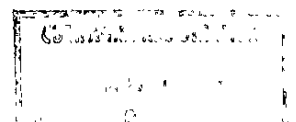
Presentor's name, address and
reference (if any):

Pinsent & Co
Post & Mail House
26 Colmore Circus
Birmingham
B4 6BH

For official use

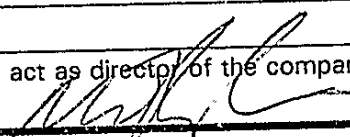
General Section

Post room




The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) NICHOLAS WALKER BAXTER		Business occupation
		ARTICLED CLERK
Previous name(s) (note 3)		Nationality
		BRITISH
Address (note 4) POST & MAIL HOUSE, 26 COLMORE CIRCUS		Date of birth (where applicable)
BIRMINGHAM		(note 6)
	Postcode	B4 6BH
Other directorshipst		
I consent to act as director of the company named on page 1		
Signature 		Date 7th October 1987

†Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3) RICHARD ATKINSON		Business occupation
		ARTICLED CLERK
Previous name(s) (note 3)		Nationality
		BRITISH
Address (note 4) POST & MAIL HOUSE, 26 COLMORE		Date of birth (where applicable)
CIRCUS, BIRMINGHAM		(note 6)
	Postcode	B4 6BH
Other directorshipst		
I consent to act as director of the company named on page 1		
Signature 		Date 7th October 1987

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable)
		(note 6)
	Postcode	
Other directorshipst		
I consent to act as director of the company named on page 1		
Signature		Date

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

Name (notes 3 & 7) RICHARD ATKINSON		
Previous name(s) (note 3)		
Address (notes 4 & 7) POST & MAIL HOUSE, 26 COLMORE CIRCUS, BIRMINGHAM		
		Postcode B4 6BH
I consent to act as secretary of the company named on page 1		
Signature <i>R. Atkinson</i>		Date 7th October 1987

Name (notes 3 & 7)		
Previous name(s) (note 3)		
Address (notes 4 & 7)		
		Postcode
I consent to act as secretary of the company named on page 1		
Signature		Date

Delete if the form is
signed by the
subscribers.

Signature of agent on behalf of subscribers		Date
---	--	------

Delete if the form is
signed by an agent
on behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed <i>[Signature]</i>	Date 7th October 1987
Signed <i>R. Atkinson</i>	Date 7th October 1987
Signed	Date
Signed	Date
Signed	Date
Signed	Date

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

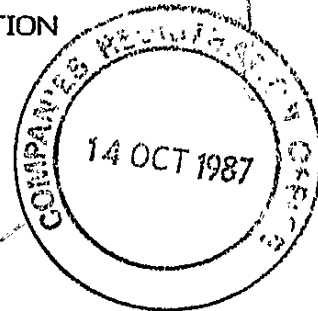
MEMORANDUM OF ASSOCIATION

of

BALTORTEN LIMITED



2188998



1. The Company's name is "Baltorten 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 all or any of the businesses of manufacturers, engineers, designers, processors, importers, exporters, installers, maintainers, repairers of, dealers and traders in goods, articles or merchandise of all kinds and to produce, buy, sell and deal in any raw materials, components, parts, equipment and products in any way required in the course of or connected with any such activities;
 - (b) to carry on any other business or activity similar to any business or activity above authorised or which seems to be capable of being or can in the opinion of the directors conveniently or advantageously be carried on with or in connection or combined with or as ancillary or complementary to any business or activity of the Company or which may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's businesses, property or rights and to continue to carry on any business or activity which at the time when it commenced was authorised by this sub-clause;
 - (c) to purchase, take on lease or in exchange, hire, apply for, register, take options over or otherwise acquire for the purpose of or in connection with any activity of the Company or by way of investment and to hold, protect, prolong, alter, repair and renew immovable and movable property, assets, rights and privileges of all kinds including without limitation any estate, interest or right in land, buildings, goods and chattels, licences, goodwill, contracts, patents, trade marks, designs, copyright, intellectual property, secrets, know-how, rights, securities and investments of any nature;
 - (d) to sell, lease, let on hire, exchange, improve, extend, preserve, manage, develop, mortgage, dispose of, turn to account, grant

B-ESIC
P20
7890

licences, options, rights and privileges in respect of, or otherwise deal with all or any of the property, assets, rights, privileges, businesses and undertakings of the Company for such consideration as the Company may think fit and to construct, alter, demolish, remove or execute any buildings, constructions or works on any land;

- (e) to enter into any transaction and exercise any power connected with the carrying on, control, financing or management of the Company's businesses activities and assets and the sale, provision or exploitation of its products, goods, services or experience and to raise or borrow money (whether or not immediately required) obtain credit or sources of finance of any kind, mortgage or charge all or part of its undertaking, uncalled capital (present or future), rights, property and assets, issue debentures or debenture or loan stock, obtain guarantees, make pledges, grant liens or enter into any other form of security;
- (f) to lend money or give credit with or without security to and to undertake, secure or guarantee the obligations of any person, firm or company, including (without prejudice to the generality of the foregoing) any supplier or customer of the Company, any company which is the Company's holding company or a subsidiary of the Company's holding company or any subsidiary of the Company, or any company, firm or business in which the Company may be in any way interested;
- (g) to make, draw, accept, endorse, issue, discount, negotiate and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit and other mercantile instruments and to procure and pay the costs, charges and expenses of the doing of any such things by any other person;
- (h) to invest and deal with the monies of the Company not immediately required in or upon such investments or securities and in such manner as may from time to time be determined and to hold, transpose and deal with any investments or securities in any manner;
- (i) to acquire any other company, firm or business or the goodwill or assets of any business whether for cash or by the issue or transfer of shares, debentures, debenture stock or other securities whether of the Company or otherwise or in consideration of the Company undertaking any liabilities or in any other way or in any combination of ways and to take interests by way of shareholding or otherwise in any other company, enterprise or concern whether by way of trade or investment;
- (j) to carry out the functions of a group holding company (whether or not the Company is at the same time carrying on any other business), to control, finance and manage, and to provide managerial, secretarial, accounting, legal, administrative, technical, financial, commercial or any other services or facilities for or otherwise to assist any company or companies in which the Company may be interested and to make or enter into any arrangements which may seem desirable in respect of any such company or companies and to enter into any transaction or arrangement calculated to benefit any such company or companies which would have been authorised if calculated to benefit the company;

- (k) to amalgamate with or to enter into any partnership or joint venture arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction which may seem capable of being conducted so as directly or indirectly to benefit the Company and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, firm or person and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital on any shares, stock or securities of and to subsidise or otherwise assist any such company, firm or person;
- (l) to promote any other company which may seem directly or indirectly capable of benefiting the Company or for the purpose of acquiring the whole or any part of the business, property, assets or liabilities of the Company and to place, underwrite, subscribe or enter into any other transaction in relation to shares or securities of any such company;
- (m) to engage such directors, staff, employees and advisers as may be required for the control or carrying on of the Company's business and to fix and regulate the terms of employment of and relations with such persons and to remunerate them whether by salary, fees, bonuses, pensions, benefits, the allotment of shares or other securities of the Company or otherwise as may be deemed expedient and to provide or establish, manage and fund any trust, scheme, society, company or fund to provide benefits for or to the directors, employees and former directors and employees of the Company or any company which is the Company's holding company or a subsidiary of the Company's holding company or a subsidiary of the Company or any company, firm or business in which the Company may be in any way interested and their spouses and dependants including in particular any pension funds or schemes, employees' share schemes, profit sharing schemes, employees' trusts, sports, educational or leisure facilities and training or retraining schemes;
- (n) to research into, develop or improve any invention, process or field of knowledge capable directly or indirectly of benefiting the Company and to fund any such research, development or improvement by any other person or persons or education and training in any such field of knowledge or education or training in skills or disciplines which may be useful to the Company or any company, firm or business in which the Company is interested;
- (o) to advertise and promote in any manner the public image of the Company or any of its businesses or activities, the sale, production or use of any goods, products or services supplied or dealt in by the Company or by any company, firm or business in which the Company is interested, any securities of the Company or any other matter in which the Company may be interested;
- (p) to apply for, promote, oppose or object to any legislation, regulation, order, charter, decree, licence, registration, right, privilege or concession of or from any authority (international, supranational, governmental, local, judicial or otherwise) or of or from any public or private body or person as may seem calculated directly or indirectly to benefit the interests of the Company;

- (q) to support and contribute to in any manner any charity or charitable object or overseas body, organisation or purpose having the characteristics of a charity or any benevolent, public or social object or (so far as shall be calculated directly or indirectly to benefit the interests of the Company) any political party or cause;
- (r) to pay all the costs, charges and expenses of and incidental to the promotion, incorporation and formation of the Company and the underwriting, placing, selling, listing or guaranteeing of any shares or securities of the Company;
- (s) to distribute any property of the Company among the members in cash, in specie or in any other manner;
- (t) to enter into contracts, transactions, arrangements and obligations of all kinds and to exercise all the powers of a company limited by shares under any of the Companies Acts of the United Kingdom and any other statute, law or regulation in any part of the world governing any of the operations or transactions of the Company;
- (u) to do all such other things as may be incidental or conducive to the attainment of the above objects or any of them and to enter into any transaction decided on by the directors for the time being of the Company;
- (v) to act as and to do all or any of the above things as principals, agents, trustees or otherwise and either alone or in conjunction or in partnership with others and either by or through agents, partners, sub-contractors, trustees or otherwise.

The objects set out in the above sub-clauses shall not be restrictively construed but the widest interpretation shall be given to them and they shall not, except where expressly required, be in any way limited or restricted by reference to or inference from any other such object or objects or from the order in which they appear or from the name of the Company but shall be separate and independent objects and the Company shall have power to carry on each such object as if it were the principal object of the Company.

- 4. The liability of the members is limited.
- 5. The Company's share capital is £100 divided into 100 shares of £1 each.

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 and Addresses of Subscribers	Number of shares taken by each Subscriber
Nicholas Baxter Post & Mail House Birmingham B4 6BH	1
Richard Atkinson Post & Mail House Birmingham B4 6BH	1
Solicitor's Articled Clerk	2
Total shares taken	

Dated 7th October 1987

Witness to the above signatures:-

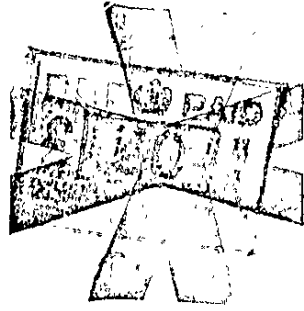
R. H. Thompson

Romaine Thompson

Post & Mail House
Birmingham
B4 6BH

Solicitor's Articled Clerk

THE COMPANIES ACT 1985



PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BALTORTEN LIMITED

PRELIMINARY

1. Subject as hereinafter provided and except insofar as the same are excluded or modified by these Articles, the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company and, together with these Articles, shall constitute the Articles of the Company, to the exclusion of all other regulations and articles.

INTERPRETATION

2. Unless the context otherwise requires, words and expressions which bear particular meanings in Table A shall bear the same respective meanings in these Articles.

SHARE CAPITAL

3. The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to exercise all the powers of the Company to allot any shares of the Company, and to grant rights to subscribe for or convert any security into shares of the Company, up to an aggregate nominal value of £100. Unless renewed, this authority shall expire on the fifth anniversary of the date of incorporation of the Company, provided that the Company may make any offer or agreement during the continuance of this authority (as originally granted or from time to time reviewed) which would or might require shares to be allotted, and/or rights to subscribe for or convert any security into shares to be granted, after its expiry.

TRANSFER OF SHARES

4. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of a share whether or not it is a fully paid share. Regulation 24 of Table A shall not apply.

TRANSMISSION OF SHARES

5. The Directors may at any time give notice requiring any person becoming entitled to a share in consequence of the death or bankruptcy of a member to elect to be registered as holder of the share and if the notice is not complied with within ninety days the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been satisfied. Regulation 31 of Table A shall be modified accordingly.

NOTICE OF GENERAL MEETING

6. Regulation 38 of Table A shall apply subject to the omission of the words "or a resolution appointing a person as a director", the addition of the words "in the case of special business" before the words "the general nature" in the penultimate paragraph thereof and the deletion of the last paragraph thereof. Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all members and to the Directors.

PROCEEDINGS AT GENERAL MEETINGS

7. All business shall be deemed special that is transacted at an extraordinary general meeting, and all business that is transacted at an annual general meeting shall also be deemed special with the exception of:-
 - (i) the consideration of the reports of the Directors and Auditors, the accounts and balance sheet, and any other documents required to accompany or to be annexed thereto;
 - (ii) sanctioning and declaring dividends;
 - (iii) the election of Directors to fill vacancies caused by Directors retiring by rotation or otherwise;
 - (iv) the appointment of Auditors where special notice of such appointment is not required by the Act and the fixing of their remuneration;
 - (v) the giving, variation or renewal of any authority to the Board for the purpose of Section 80 of the Act.

8. Regulation 41 of Table A shall apply subject to the addition of the following sentence:

"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".

9. Regulation 53 of Table A shall apply subject to the addition of the words "or approved in writing" after the word "executed" in each place that it occurs in the said Regulation.

ALTERNATE DIRECTORS

10. At the end of Regulation 66 of Table A there shall be added the following:

"nor shall any meeting of directors be invalid by reason that notice thereof or of any business to be transacted thereat was not given to any alternate director if his appointor attends such meeting".

POWERS OF DIRECTORS

11. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under the Articles) and upon such conditions as they may think fit, and may also authorise any such agent to delegate all or any of the powers, authorities and discretions vested in or exercisable by him. The Directors may revoke or alter any such appointment but no person dealing in good faith and without notice of any such revocation or alteration shall be affected by it. Regulation 71 of Table A shall not apply.

DELEGATION OF DIRECTORS' POWERS

12. Regulation 72 of Table A shall apply subject to the insertion of the words "powers, authorities and discretions" in place of the word "powers" wherever it occurs in the said Regulation and the addition at the end of the third sentence of the said Regulation of the words "but no person dealing in good faith and without notice of any such revocation or alteration shall be affected by it".

APPOINTMENT AND RETIREMENT OF DIRECTORS

13. The Directors shall not be required to retire by rotation. Regulations 73 to 75 (inclusive) of Table A shall not apply and all other references in Table A to retirement by rotation shall be disregarded.

REMUNERATION OF DIRECTORS

14. The ordinary remuneration of the Directors shall be such amount as the Directors shall from time to time determine or such other amount as the Company may from time to time by ordinary resolution determine, to be

divided among them in such proportion and manner as the Directors may determine or, failing agreement, equally. Subject as aforesaid, a Director holding office for part only of a year shall be entitled to a proportionate part of a full year's remuneration. Regulation 82 of Table A shall not apply.

DIRECTORS' APPOINTMENTS AND INTERESTS

15. The penultimate sentence of Regulation 84 of Table A shall not apply.

PROCEEDINGS OF DIRECTORS

16. Regulation 93 of Table A shall apply to the Company subject to the addition of the words "or approved in writing" after the word "signed" in each place that it appears in the said Regulation.
17. Provided that (so far as applicable) he has complied with the provisions of Regulation 85 of Table A and section 317 of the Act, a Director shall be entitled to vote on any resolution in respect of any contract or proposed contract (within the meaning of the said section 317) in which he has, directly or indirectly, an interest or duty and shall be counted in the quorum present at a meeting in relation to any such resolution. Regulations 94 to 96 (inclusive) of Table A shall be modified accordingly.

ASSOCIATE DIRECTORS

18. The Directors may at any time and from time to time appoint any person to be an associate director having such title including the word "director" as the Directors may decide and may at any time remove any person so appointed. A person so appointed shall not be a director of the Company and shall not be a member of the Board. Subject as aforesaid, the directors may define and limit the powers and duties of any Associate directors and may determine their remuneration which may be in addition to their remuneration as managers or employees of the Company.

INDEMNITY

19. Subject to and so far as may be permitted by the Act, but without prejudice to any indemnity to which any person concerned may otherwise be entitled, the Directors, alternate directors, Auditors, Secretary and other officers for the time being of the Company shall be indemnified out of the assets of the Company against any costs, charges, losses, expenses and liabilities incurred by them in the execution and discharge of their duties, including all liability incurred by them as such in defending any proceedings, whether civil or criminal, in which judgment is given in their favour, or in which they are acquitted or in connection with any application under the Act in which relief is granted to them by the Court. Regulation 118 of Table A shall not apply.

Names and Addresses of Subscribers

Nicholas Baxter

Post & Mail House
Birmingham
B4 6BH



Solicitor's Articled Clerk

Richard Atkinson

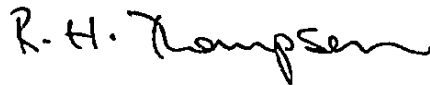
Post & Mail House
Birmingham
B4 6BH



Solicitor's Articled Clerk

Dated 7th October 1987

Witness to the above signatures:-



Romaine Thompson

Post & Mail House
Birmingham
B4 6BH

Solicitor's Articled Clerk

FILE COPY



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

No. 2188998

I hereby certify that

BALTORTEN LIMITED

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 5 NOVEMBER 1987


an authorised officer

2188498



25th

WRITTEN RESOLUTION

of

BALTORTEN LIMITED

We, being the holders of the whole of the issued share capital of the Company, hereby resolve pursuant to the power given in the Articles of Association of the Company that the following resolutions be passed as Special Resolutions of the Company:-

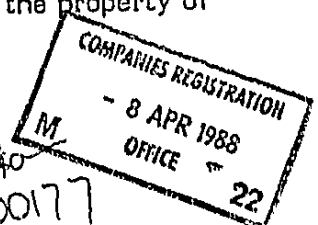
RESOLUTIONS

1. That the name of the Company be changed to "Birmingham Technology (Property) Limited".
2. That the Memorandum of Association of the Company be amended with respect to its objects by deleting clause 3(a) thereof and substituting the following therefor:-

"3. The Company's objects are:-

(a) (i) To acquire by purchase, lease, exchange, hire or otherwise, lands and property of any tenure, or any interest in the same, in any part of the world;

(ii) To erect and construct buildings or works of every description on any land of the Company or upon any other lands or property, and to demolish, rebuild, enlarge, alter and improve existing buildings or works thereon, to convert and appropriate any such land into and for roads, streets, gardens and other conveniences and generally to deal with and improve the property of the Company or any other property;



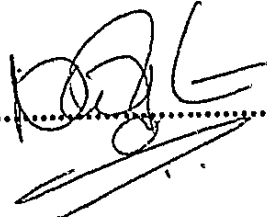
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700177

21.04.88

- (iii) To sell, lease, let, mortgage or otherwise dispose of the lands, buildings and other property of the Company;
 - (iv) To undertake or direct the management of the property, building, lands and estates (of any tenure or kind) of any persons;
 - (v) To purchase and sell for any persons freehold or other property, buildings or lands, or any share or shares, interest or interests therein, and to transact on commission or otherwise the general business of a land agent."
3. That the regulations annexed hereto and signed by us for the purpose of identification be adopted as the Articles of Association of the Company to the exclusion of all existing regulations.
4. That the share capital of the Company be increased to £5,000 by the creation of 4,900 new Ordinary Shares of £1 each.
5. That the Directors be unconditionally and generally authorised for the purposes of Section 80 Companies Act 1985 for a period of 5 years from the date hereof to allot, grant options over or otherwise deal with the Ordinary Shares in the capital of the Company now unissued as if Section 89 (1) Companies Act 1985 did not apply thereto.

Dated this 6th day of April 1988.

R. Atkinson.....


.....

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2188998

I hereby certify that

BALTORTEN LIMITED

having by special resolution changed its name,

is now incorporated under the name of

BIRMINGHAM TECHNOLOGY (PROPERTY) LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 25 APRIL 1988

A handwritten signature in dark ink, followed by a circular official stamp of the Companies Registration Office, Cardiff.

an authorised officer



COMPANIES FORM No. 123
**Notice of increase
in nominal capital**

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

Name of company

[] [] [] []

2188998

*Insert full name
of company

* Baltorten Limited

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 6th May 1988 the nominal capital of the company has been
increased by £ 4,900 beyond the registered capital of £ 100

†The copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.†

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:

Please tick here if
continued overleaf

☐

Insert Director,
Secretary,
Administrator,
Administrative
Receiver or Receiver
(Scotland) as
appropriate

Signed

R Atkinson

Designation

Director

Date

Presenter's name, address and
reference (if any):

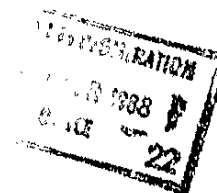
Pinsent & Co.,
Post & Mail House,
26 Colmore Circus,
Birmingham.
B4 6BH

AKE/SB

For official use

General section

Post room



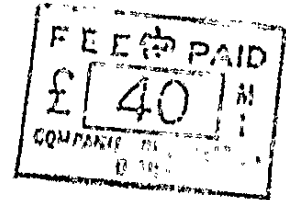
The Solicitors, Law Stationers, Secretarys 24 Gower Street, London WC1E 6BT

Companies G123

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C/N 25/4/88

2188498



WRITTEN RESOLUTION

of

BALTORTEN LIMITED

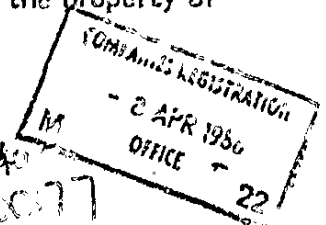
We, being the holders of the whole of the issued share capital of the Company, hereby resolve pursuant to the power given in the Articles of Association of the Company that the following resolutions be passed as Special Resolutions of the Company:-

RESOLUTIONS

1. That the name of the Company be changed to "Birmingham Technology (Property) Limited".
2. That the Memorandum of Association of the Company be amended with respect to its objects by deleting clause 3(a) thereof and substituting the following therefor:-

"3. The Company's objects are:-

- (a) (i) To acquire by purchase, lease, exchange, hire or otherwise, lands and property of any tenure, or any interest in the same, in any part of the world;
- (ii) To erect and construct buildings or works of every description on any land of the Company or upon any other lands or property, and to demolish, rebuild, enlarge, alter and improve existing buildings or works thereon, to convert and appropriate any such land into and for roads, streets, gardens and other conveniences and generally to deal with and improve the property of the Company or any other property;



- 215
- (iii) To sell, lease, let, mortgage or otherwise dispose of the lands, buildings and other property of the Company;
 - (iv) To undertake or direct the management of the property, building, lands and estates (of any tenure or kind) of any persons;
 - (v) To purchase and sell for any persons freehold or other property, buildings or lands, or any share or shares, interest or interests therein, and to transact on commission or otherwise the general business of a land agent."

3. That the regulations annexed hereto and signed by us for the purpose of identification be adopted as the Articles of Association of the Company to the exclusion of all existing regulations.
4. That the share capital of the Company be increased to £5,000 by the creation of 4,900 new Ordinary Shares of £1 each.
5. That the Directors be unconditionally and generally authorised for the purposes of Section 80 Companies Act 1985 for a period of 5 years from the date hereof to allot, grant options over or otherwise deal with the Ordinary Shares in the capital of the Company now unissued as if Section 89 (1) Companies Act 1985 did not apply thereto.

Dated this 6th day of April 1988.

.....
K. A. A. 2

.....
12576

No. 2188998

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BIRMINGHAM TECHNOLOGY (PROPERTY) LIMITED
(adopted by Special Resolution dated 6th April 1988)

PRELIMINARY

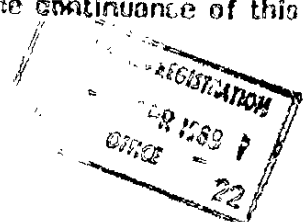
1. Subject as hereinafter provided and except insofar as the same are excluded or modified by these Articles, the regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company and, together with these Articles, shall constitute the Articles of the Company, to the exclusion of all other regulations or articles.

INTERPRETATION

2. Unless the context otherwise requires, words and expressions which bear particular meanings in Table A shall bear the same respective meanings in these Articles.

SHARE CAPITAL

3. The Directors are generally and unconditionally authorized for the purposes of Section 80 of the Act to exercise all the powers of the Company to allot shares of the Company, and to grant rights to subscribe for or convert any security into shares of the Company, up to an aggregate nominal value of £5,000.00. Unless renewed, this authority shall expire on the fifth anniversary of the date of incorporation of the Company, provided that the Company may make any offer or agreement during the continuance of this



authority (as originally granted or from time to time renewed) which would or might require shares to be allotted, and/or rights to subscribe for or convert any security into shares to be granted, after its expiry.

4. Section 89(1) of the Act shall not apply to the allotment by the Company of any equity security.

TRANSFER OF SHARES

5. Subject as provided in the next following Article, 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. Regulation 24 of Table A shall not apply.
6. (a) For the purposes of this Article the expression "the Holding Company" means the body corporate (if any), being a member of the Company, which is within the meaning of Section 736 of the Act a holding company of the Company, and a copy of any resolution of the board of directors (or equivalent body) of the Holding Company certified by any director or the secretary (or equivalent officer) of the Holding Company and deposited at the office or delivered at a meeting of the directors to the chairman or to the secretary or to any director shall be sufficient evidence of the passing thereof.

(b) The Holding Company may by resolution of its board of directors (or equivalent body) declare that any share of the Company is held by the registered holder thereof as the nominee of the Holding Company (or in the case of a share registered in the name of a deceased or bankrupt holder was so held at the time of his death or bankruptcy) and name some other person as authorized by the Holding Company to sign transfers in the place of the holder or the deceased or bankrupt holder and the directors shall be entitled and bound to give effect to any instrument of transfer of that share signed by the person so named as transferor in all respects as if the instrument were signed by the registered holder or by his personal representatives or trustee in bankruptcy and notwithstanding that it may not be accompanied by the certificate for that share.

TRANSMISSION OF SHARES

7. The directors may at any time give notice requiring any person becoming entitled to a share in consequence of the death or bankruptcy of a member to elect to be registered as holder of the share and if the notice is not complied with within ninety days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been satisfied. Regulation 31 of Table A shall be modified accordingly.

NOTICE OF GENERAL MEETINGS

8. Regulation 38 of Table A shall apply subject to the omission of the words "or a resolution appointing a person as a director", the addition of the words "in the case of special business" before the words "the general nature" in the penultimate paragraph thereof and the deletion of the last paragraph thereof. Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all members.

PROCEEDINGS AT GENERAL MEETINGS

9. All business shall be deemed special that is transacted at an extraordinary general meeting, and all business that is transacted at an annual general meeting shall also be deemed special with the exception of:-
- (i) the consideration of the reports of the Directors and Auditors, the accounts and balance sheet, and any other documents required to accompany or to be annexed thereto;
 - (ii) sanctioning and declaring dividends;
 - (iii) the election of Directors to fill vacancies caused by Directors retiring by rotation or otherwise;
 - (iv) the appointment of Auditors where special notice of such appointment is not required by the Act and the fixing of their remuneration;
 - (v) the giving, variation or renewal of any authority to the Board for the purpose of Section 80 of the Act.
10. Regulation 41 of Table A shall apply subject to the addition of the following sentence:
- "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."
11. Regulation 53 of Table A shall apply subject to the addition of the words "or approved in writing" after the word "executed" wherever it occurs in the said Regulation.

VOTES OF MEMBERS

12. Regulation 56 of Table A shall apply subject to the addition, after the word "exercised" in the second sentence of the said Regulation, of the following words:
- "or be delivered at any time before the time appointed for the holding of such meeting or adjourned meeting to any director or to the secretary at the place appointed for the holding of such meeting or adjourned meeting".

13. Regulation 62 of Table A shall apply subject to the following additions:

- (i) the addition, after the word "vote" in paragraph (a) of the said Regulation, of the words "or be delivered at any time before the time appointed for the holding of such meeting or adjourned meeting to any director or to the secretary at the place appointed for the holding of such meeting or adjourned meeting"; and
- (ii) the addition, after the words "taking of the poll" in paragraph (b) of the said Regulation and after the word "director" in paragraph (c) of the said Regulation, of the words "or be delivered at any time before the time appointed for the taking of the poll to any director or to the secretary at the place appointed for the taking of the poll".

ALTERNATE DIRECTORS

14. At the end of Regulation 66 of Table A there shall be added the following:

"nor shall any meeting of directors be invalid by reason that notice thereof or of any business to be transacted thereat was not given to any alternate director if his appointor attends such meeting".

POWERS OF DIRECTORS

15. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under the Articles) and upon such conditions as they may think fit, and may also authorise any such agent to delegate all or any of his powers, authorities and discretions vested in or exercisable by him. The directors may revoke or alter any such appointment but no person dealing in good faith and without notice of any such revocation or alteration shall be affected by it. Regulation 71 of Table A shall not apply.

DELEGATION OF DIRECTORS' POWERS

16. Regulation 72 of Table A shall apply subject to the insertion of the words "powers, authorities and discretions" in place of the word "powers" wherever it occurs in the said Regulation and the addition at the end of the third sentence of the said Regulation of the words "but no person dealing in good faith and without notice of any such revocation or alteration shall be affected by it".

APPOINTMENT, DISQUALIFICATION AND REMOVAL OF DIRECTORS

17. The holder or holders for the time being of a majority in nominal value of the shares of the Company carrying the right to attend and vote at general meetings of the Company may at any time by notice in writing signed by him or them or, in the case of a corporate holder, by one of its directors on its behalf and deposited at the office or delivered at a meeting of the directors or at a general meeting of the Company to the chairman (unless such notice relates to the chairman) or to the secretary or to any director to whom the notice does not relate appoint any person to be a director either to fill a vacancy or as an additional director and by like notice remove any director from office notwithstanding anything in the Articles or in any agreement between the director and the Company.
18. The holder or holders for the time being of 25% in nominal value of the shares of the Company carrying the right to attend and vote at general meetings of the Company may at any time by notice in writing signed by him or them or, in the case of a corporate holder, by one of its directors on its behalf and deposited at the office or delivered at a meeting of the directors or at general meeting of the Company to the chairman (unless such notice relates to the chairman) or to the secretary or to any director to whom the notice relate appoint any person to be a director either to fill a vacancy or as an additional director up to a maximum of two directors provided that there shall be at least four other directors already appointed and by like notice remove any director appointed pursuant to this clause from office notwithstanding anything in the Articles or in any agreement between the director and the Company.
19. No director shall be required to retire or vacate his office nor shall any person be ineligible for appointment as a director by reason of his having attained any particular age.
20. The directors shall not be liable to retirement by rotation. Regulations 73 to 75 (inclusive) of Table A shall not apply and all other references in Table A to retirement by rotation shall be disregarded.
21. The office of a director shall be vacated not only upon the happening of any of the events mentioned in Regulation 81 of Table A but also if he is removed from office pursuant to the Articles. Regulation 82 of Table A shall be modified accordingly.

REMUNERATION OF DIRECTORS

22. The ordinary remuneration of the directors shall be such amount as the directors shall from time to time determine or such other amount as the Company may from time to time by ordinary resolution determine, to be divided among them in such proportion and manner as the directors may determine or, failing agreement, equally. Subject as aforesaid, a director holding office for part only of a year shall be entitled to a proportionate part of a full year's remuneration. Regulation 82 of Table A shall not apply.

DIRECTORS' APPOINTMENTS AND INTERESTS

23. The penultimate sentence of Regulation 84 of Table A shall not apply.

PROCEEDINGS OF DIRECTORS

24. Regulation 93 of Table A shall apply subject to the addition of the words "or approved in writing" after the word "signed" wherever it occurs in the said Regulation.
25. Provided that (so far as applicable) he has complied with the provisions of Regulation 85 of Table A and Section 317 of the Act, a director shall be entitled to vote on any resolution in respect of any contract or proposed contract (within the meaning of the said Section 317) in which he has, directly or indirectly, an interest or duty and shall be counted in the quorum present at a meeting in relation to any such resolution. Regulations 94 to 96 (inclusive) of Table A shall not apply.

ASSOCIATE DIRECTORS

26. The directors may at any time and from time to time appoint any person to be an associate director having such title including the word "director" as the directors may decide and may at any time remove any person so appointed. A person so appointed shall not be a director of the Company and shall not be a member of the board. Subject as aforesaid, the directors may define and limit the powers and duties of any associate directors and may determine their remuneration which may be in addition to their remuneration as managers or employees of the Company.

INDEMNITY

27. Subject to and so far as may be permitted by the Act, but without prejudice to any indemnity to which any person concerned may otherwise be entitled, the directors, alternate directors, auditors, secretary and other officers for the time being of the Company shall be indemnified out of the assets of the Company against any costs, charges, losses, expenses and liabilities incurred by them in the execution and discharge of their duties, including all liability incurred by them as such in defending any proceedings, whether civil or criminal, in which judgment is given in their favour, or in which they are acquitted or in connection with any application under the Act in which relief is granted to them by the Court. Regulation 118 of Table A shall not apply.

K. A. M. ...

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
(as amended by Special Resolution dated 6th April 1988)

of

BIRMINGHAM TECHNOLOGY (PROPERTY) LIMITED

1. The Company's name is 'Birmingham Technology (Property) Limited'.
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
 - (a) (i) To acquire by purchase, lease, exchange, hire or otherwise, lands and property of any tenure, or any interest in the same, in any part of the world;
 - (ii) To erect and construct buildings or works of every description on any land of the Company or upon any other lands or property, and to demolish, rebuild, enlarge, alter and improve existing buildings or works thereon, to convert and appropriate any such land into and for roads, streets, gardens and other conveniences and generally to deal with and improve the property of the Company or any other property;
 - (iii) To sell, lease, let, mortgage or otherwise dispose of the lands, buildings and other property of the Company;
 - (iv) To undertake or direct the management of the property, building, lands and estates (of any tenure or kind) of any persons;
 - (v) To purchase and sell for any persons freehold or other property, buildings or lands, or any share or shares, interest or



interests therein, and to transact on commission or otherwise the general business of a land agent.

- (b) to carry on any other business or activity similar to any business or activity above authorised or which seems to be capable of being or can in the opinion of the directors conveniently or advantageously be carried on with or in connection or combined with or as ancillary or complementary to any business or activity of the Company or which may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's businesses, property or rights and to continue to carry on any business or activity which at the time when it commenced was authorised by this sub-clause;
- (c) to purchase, take on lease or in exchange, hire, apply for, register, take options over or otherwise acquire for the purpose of or in connection with any activity of the Company or by way of investment and to hold, protect, prolong, alter, repair and renew immovable and movable property, assets, rights and privileges of all kinds including without limitation any estate, interest or right in land, buildings, goods and chattels, licences, goodwill, contracts, patents, trade marks, designs, copyright, intellectual property, secrets, know-how, rights, securities and investments of any nature;
- (d) to sell, lease, let on hire, exchange, improve, extend, preserve, manage, develop, mortgage, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any of the property, assets, rights, privileges, businesses and undertakings of the Company for such consideration as the Company think fit and to construct, alter, demolish, remove or execute any buildings, constructions or works on any land;
- (e) to enter into any transaction and exercise any power connected with the carrying on, control, financing or management of the Company's businesses activities and assets and the sale, provision or exploitation of its products, goods, services or experience and to raise or borrow money (whether or not immediately required) obtain credit or sources of finance of any kind, mortgage or charge all or part of its undertaking, uncalled capital (present or future), rights, property and assets, issue debentures or debenture or loan stock, obtain guarantees, make pledges, grant liens or enter into any other form of security;
- (f) to lend money or give credit with or without security to and to undertake, secure or guarantee the obligations of any person, firm or company, including (without prejudice to the generality of the foregoing) any supplier or customer of the Company, any company which is the Company's holding company or a subsidiary of the Company's holding company or any subsidiary of the Company, or any company, firm or business in which the Company may be in any way interested;
- (g) to make, draw, accept, endorse, issue, discount, negotiate and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit and other mercantile instruments and to procure and

pay the costs, charges and expenses of the doing of any such things by any other person;

- (h) to invest and deal with the monies of the Company not immediately required in or upon such investments or securities and in such manner as may from time to time be determined and to hold, transpose and deal with any investments or securities in any manner;
- (i) to acquire any other company, firm or business or the goodwill or assets of any business whether for cash or by the issue or transfer of shares, debentures, debenture stock or other securities whether of the Company or otherwise or in consideration of the Company undertaking any liabilities or in any other way or in any combination of ways and to take interests by way of shareholding or otherwise in any other company, enterprise or concern whether by way of trade or investment;
- (j) to carry out the functions of a group holding company (whether or not the Company is at the same time carrying on any other business), to control, finance and manage, and to provide managerial, secretarial, accounting, legal, administrative, technical, financial, commercial or any other services or facilities for or otherwise to assist any company or companies in which the Company may be interested and to make or enter into any arrangements which may seem desirable in respect of any such company or companies and to enter into any transaction or arrangement calculated to benefit any such company or companies which would have been authorised if calculated to benefit the company;
- (k) to amalgamate with or to enter into any partnership or joint venture arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction which may seem capable of being conducted so as directly or indirectly to benefit the Company and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, firm or person and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital on any shares, stock or securities of and to subsidise or otherwise assist any such company, firm or person;
- (l) to promote any other company which may seem directly or indirectly capable of benefiting the Company or for the purpose of acquiring the whole or any part of the business, property, assets or liabilities of the Company and to place, underwrite, subscribe or enter into any other transaction in relation to shares or securities of any such company;
- (m) to engage such directors, staff, employees and advisers as may be required for the control or carrying on of the Company's business and to fix and regulate the terms of employment of and relations with such persons and to remunerate them whether by salary, fees, bonuses, pensions, benefits, the allotment of shares or other securities of the Company or otherwise as may be deemed expedient

and to provide or establish, manage and fund any trust, scheme, society, company or fund to provide benefits for or to the directors, employees and former directors and employees of the Company or any company which is the Company's holding company or a subsidiary of the Company's holding company or a subsidiary of the Company or any company, firm or business in which the Company may be in any way interested and their spouses and dependants including in particular any pension funds or schemes, employees' share schemes, profit sharing schemes, employees' trusts, sports, educational or leisure facilities and training or retraining schemes;

- (n) to research into, develop or improve any invention, process or field of knowledge capable directly or indirectly of benefiting the Company and to fund any such research, development or improvement by any other person or persons or education and training in any such field of knowledge or education or training in skills or disciplines which may be useful to the Company or any company, firm or business in which the Company is interested;
- (o) to advertise and promote in any manner the public image of the Company or any of its businesses or activities, the sale, production or use of any goods, products or services supplied or dealt in by the Company or by any company, firm or business in which the Company is interested, any securities of the Company or any company, firm or business in which the Company is interested;
- (p) to apply for, promote, oppose or object to any legislation, regulation, order, charter, decree, licence, registration, right, privilege, grant, financial assistance or concession of or from any authority (international, supranational, governmental, local, judicial or otherwise) or of or from any public or private body or person as may seem calculated directly or indirectly to benefit the interests of the Company;
- (q) to support and contribute to in any manner any charity or charitable object or overseas body, organisation or purpose having the characteristics of a charity or any benevolent, public or social object or (so far as shall be calculated directly or indirectly to benefit the interests of the Company) any political party or cause;
- (r) to pay all the costs, charges and expenses of and incidental to the promotion, incorporation and formation of the Company and the underwriting, placing, selling, listing or guaranteeing of any shares or securities of the Company;
- (s) to distribute any property of the Company among its members in cash, in specie or in any other manner;
- (t) to enter into contracts, transactions, arrangements and obligations of all kinds and to exercise all the powers of a company limited by shares under any of the Companies Acts of the United Kingdom and any other statute, law or regulation in any part of the world governing any of the operations or transactions of the Company;

- (u) to do all such other things as may be incidental or conducive to the attainment of the above objects or any of them and to enter into any transaction decided on by the directors for the time being of the Company;
- (v) to act as and to do all or any of the above things as principals, agents, trustees or otherwise and either alone or in conjunction or in partnership with others and either by or through agents, partners, sub-contractors, trustees or otherwise.

The objects set out in the above sub-clauses shall not be restrictively construed but the widest interpretation shall be given to them and they shall not, except where expressly required, be in any way limited or restricted by reference to or inference from any other such object or objects or from the order in which they appear or from the name of the Company but shall be separate and independent objects and the Company shall have power to carry on each such object as if it were the principal object of the Company.

- 4. The liability of the members is limited.
- 5. The Company's share capital is £100.00 divided into 100 shares of £1.00 each.

N.B. The Company's share capital was increased to £5,000 by Special Resolution dated 6th April 1988.

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 and Addresses of Subscribers	Number of shares taken by each Subscriber
Nicholas Walker Baxter Post & Mail House 26 Colmore Circus Birmingham B4 6BH	1
Richard Atkinson Post & Mail House 26 Colmore Circus Birmingham B4 6BH	1
<hr/>	
Total shares taken	2
<hr/>	

Dated 7th October 1987

Witness to the above signatures:-

Romaine Heather Thompson

Pincent & Co
Post & Mail House
26 Colmore Circus
Birmingham
B4 6BH

Notice of new accounting reference date given during the course of an accounting reference period

Please do not
write in this
margin

Pursuant to section 225(1) of the Companies Act 1985
as amended by Schedule 13 to the insolvency Act 1986

**Please complete
legibly, preferably
in black type, or
bold block lettering**

To the Registrar of Companies

For official use

Company number

2188998

*Insert full name
of company

Name of company

* BIRMINGHAM TECHNOLOGY (PROPERTY) LIMITED

Note
Please read notes
1 to 4 overleaf
before completing
this form

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming or as having come to an end is

Day Month

3	0	0	6
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†Delete as appropriate

The current accounting reference period of the company is to be treated as ~~shortened~~extended and ~~is to be treated as having come to an end~~will come to an end on

Day Month Year

3	0	0	6	1	9	8	9
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If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [holding company] of Birmingham Technology Limited

., company number 1623466

the accounting reference date of which is 30th June

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on.

and it is still in force,

Signed

Designation#

Date _____

5. 25

‡ Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Presentor's name, address and reference (if any):

Pinsent & Co.,
Post & Mail House,
26 Colmore Circus,
Birmingham. B4 6BH

REF: MJE

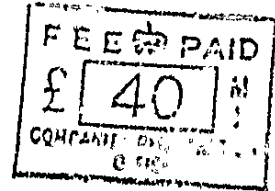
For official use
General Section

Post room

COMPANIES REGISTRATION
20 AUG 1928
M OFFICE 7

C/N 294/88

2188494



250k

WRITTEN RESOLUTION

of

BALTORTEN LIMITED

We, being the holders of the whole of the issued share capital of the Company, hereby resolve pursuant to the power given in the Articles of Association of the Company that the following resolutions be passed as Special Resolutions of the Company:-

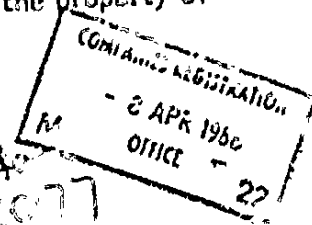
RESOLUTIONS

1. That the name of the Company be changed to "Birmingham Technology (Property) Limited".
2. That the Memorandum of Association of the Company be amended with respect to its objects by deleting clause 3(a) thereof and substituting the following therefor:-

"3. The Company's objects are:-

(a) (i) To acquire by purchase, lease, exchange, hire or otherwise, lands and property of any tenure, or any interest in the same, in any part of the world;

(ii) To erect and construct buildings or works of every description on any land of the Company or upon any other lands or property, and to demolish, rebuild, enlarge, alter and improve existing buildings or works thereon, to convert and appropriate any such land into and for roads, streets, gardens and other conveniences and generally to deal with and improve the property of the Company or any other property;



- (iii) To sell, lease, let, mortgage or otherwise dispose of the lands, buildings and other property of the Company;
 - (iv) To undertake or direct the management of the property, building, lands and estates (of any tenure or kind) of any persons;
 - (v) To purchase and sell for any persons freehold or other property, buildings or lands, or any share or shares, interest or interests therein, and to transact on commission or otherwise the general business of a land agent."
3. That the regulations annexed hereto and signed by us for the purpose of identification be adopted as the Articles of Association of the Company to the exclusion of all existing regulations.
4. That the share capital of the Company be increased to £5,000 by the creation of 4,900 new Ordinary Shares of £1 each.
5. That the Directors be unconditionally and generally authorised for the purposes of Section 80 Companies Act 1985 for a period of 5 years from the date hereof to allot, grant options over or otherwise deal with the Ordinary Shares in the capital of the Company now unissued as if Section 89 (1) Companies Act 1985 did not apply thereto.

Dated this 6th day of April 1988.

12 April 1988

1236

No. 2188998

BIRMINGHAM TECHNOLOGY (PROPERTY) LIMITED

Written Resolutions of the Members of the above Company in accordance with Regulation 53 of Table A of the Companies (Tables A to F) Regulations 1985:-

SPECIAL RESOLUTIONS

1. That 3,750 of the Ordinary Shares of £1 each in the capital of the Company be classified as "A" Ordinary Shares carrying the rights and privileges set out in the new Articles of Association of the Company referred to in Resolution No. 3 below.
2. That 1,250 of the Ordinary Shares of £1 each in the capital of the Company be classified as "B" Ordinary Shares carrying the rights and privileges set out in the new Articles of Association of the Company referred to in Resolution No. 3 below.
3. That the Regulations contained in the printed document marked "A" annexed hereto and for the purpose of identification signed by a Director or the Secretary of the Company be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing regulations of the Company.

Dated this 5th day of August 1988

N. B. G. E.
N. B. G. E.

R. Atkinson
R. Atkinson



This is the printed document marked "A" referred to in Special Resolution No. 3 passed on 5th August 1988 and signed by me for the purpose of identification

No. 2188998

.....
D. W. Harris - Company Secretary

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
(adopted by Special Resolution
passed on 5th August 1988)

OF

BIRMINGHAM TECHNOLOGY (PROPERTY) LIMITED

PRELIMINARY

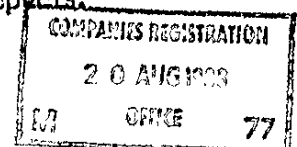
1. Subject as hereinafter provided and except insofar as the same are excluded or modified by these Articles, the regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company and, together with these Articles, shall constitute the Articles of the Company, to the exclusion of all other regulations or articles.

INTERPRETATION

2. Unless the context otherwise requires, words and expressions which bear particular meanings in Table A shall bear the same respective meanings in these Articles.

SHARE CAPITAL

3. The share capital of the Company at the date of adoption of this Article is £5,000 divided into 3,750 "A" Ordinary Shares of £1 each ("A" Ordinary Shares") and 1,250 "B" Ordinary Shares of £1 each ("B" Ordinary Shares).
4. The "A" Ordinary Shares and the "B" Ordinary Shares shall be separate classes of share but save as hereinafter otherwise provided shall carry the same rights and privileges and shall rank pari passu in all respects.



5. The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to exercise all the powers of the Company to allot shares of the Company, and to grant rights to subscribe for or convert any security into shares of the Company, up to an aggregate nominal value of £5,000.00. Unless renewed, this authority shall expire on the fifth anniversary of the date of incorporation of the Company, provided that the Company may make any offer or agreement during the continuance of this authority (as originally granted or from time to time renewed) which would or might require shares to be allotted, and/or rights to subscribe for or convert any security into shares to be granted, after its expiry.
6. Section 89(1) of the Act shall not apply to the allotment by the Company of any equity security.

TRANSFER OF SHARES

7. Subject as provided in the next following Article, 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. Regulation 24 of Table A shall not apply.

TRANSMISSION OF SHARES

8. The directors may at any time give notice requiring any person becoming entitled to a share in consequence of the death or bankruptcy of a member to elect to be registered as holder of the share and if the notice is not complied with within ninety days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been satisfied. Regulation 31 of Table A shall be modified accordingly.

NOTICE OF GENERAL MEETINGS

9. Regulation 38 of Table A shall apply subject to the omission of the words "or a resolution appointing a person as a director", the addition of the words "in the case of special business" before the words "the general nature" in the penultimate paragraph thereof and the deletion of the last paragraph thereof. Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all members.

PROCEEDINGS AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an extraordinary general meeting, and all business that is transacted at an annual general meeting shall also be deemed special with the exception of:-

- (i) the consideration of the reports of the Directors and Auditors, the accounts and balance sheet, and any other documents required to accompany or to be annexed thereto;
 - (ii) sanctioning and declaring dividends;
 - (iii) the election of Directors to fill vacancies caused by Directors retiring by rotation or otherwise;
 - (iv) the appointment of Auditors where special notice of such appointment is not required by the Act and the fixing of their remuneration;
 - (v) the giving, variation or renewal of any authority to the Board for the purpose of Section 80 of the Act.
11. Regulation 41 of Table A shall apply subject to the addition of the following sentence:
- "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."
12. Regulation 53 of Table A shall apply subject to the addition of the words "or approved in writing" after the word "executed" wherever it occurs in the said Regulation.

VOTES OF MEMBERS

13. Regulation 56 of Table A shall apply subject to the addition, after the word "exercised" in the second sentence of the said Regulation, of the following words:
- "or be delivered at any time before the time appointed for the holding of such meeting or adjourned meeting to any director or to the secretary at the place appointed for the holding of such meeting or adjourned meeting".
14. Regulation 62 of Table A shall apply subject to the following additions:
- (i) the addition, after the word "vote" in paragraph (a) of the said Regulation, of the words "or be delivered at any time before the time appointed for the holding of such meeting or adjourned meeting to any director or to the secretary at the place appointed for the holding of such meeting or adjourned meeting"; and
 - (ii) the addition, after the words "taking of the poll" in paragraph (b) of the said Regulation and after the word "director" in paragraph (c) of the said Regulation, of the words "or be delivered at any time before the time appointed for the taking of the poll to any director or to the secretary at the place appointed for the taking of the poll".

ALTERNATE DIRECTORS

15. At the end of Regulation 66 of Table A there shall be added the following:

"nor shall any meeting of directors be invalid by reason that notice thereof or of any business to be transacted thereat was not given to any alternate director if his appointor attends such meeting".

POWERS OF DIRECTORS

16. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under the Articles) and upon such conditions as they may think fit, and may also authorise any such agent to delegate all or any of the powers, authorities and discretions vested in or exercisable by him. The directors may revoke or alter any such appointment but no person dealing in good faith and without notice of any such revocation or alteration shall be affected by it. Regulation 71 of Table A shall not apply.

DELEGATION OF DIRECTORS' POWERS

17. Regulation 72 of Table A shall apply subject to the insertion of the words "powers, authorities and discretions" in place of the word "powers" wherever it occurs in the said Regulation and the addition at the end of the third sentence of the said Regulation of the words "but no person dealing in good faith and without notice of any such revocation or alteration shall be affected by it".

APPOINTMENT, DISQUALIFICATION AND REMOVAL OF DIRECTORS

18. The holder or holders for the time being of at least fifty per cent. (50%) of the issued "A" Ordinary Shares may at any time by notice in writing signed by him or them or, in the case of a corporate holder by one of its directors on its behalf and deposited at the office or delivered at a meeting of the directors or at a general meeting of the Company to the Chairman (unless such notice relates to the Chairman) or to the secretary or to any director to whom the notice does not relate appoint up to a maximum of five directors and by like notice remove any of those directors from office notwithstanding anything in the Articles or in any agreement between any director and the Company.
19. The holder or holders for the time being of at least fifty per cent. (50%) of the issued "B" Ordinary Shares may at any time by notice in writing signed by him or them or in the case of a corporate holder, by one of its directors or officers on its behalf and deposited at the office or delivered at a meeting of the directors or at a general meeting of the Company to the

Chairman (unless such notice relates to the Chairman) or to the secretary or to any director to whom the notice does not relate appoint two directors and by like notice remove either or both of such directors from office notwithstanding anything in the Articles or in any agreement between such director and the Company.

20. No director shall be required to retire or vacate his office nor shall any person be ineligible for appointment as a director by reason of his having attained any particular age.
21. The directors shall not be liable to retirement by rotation. Regulations 73 to 75 (inclusive) of Table A shall not apply and all other references in Table A to retirement by rotation shall be disregarded.
22. The office of a director shall be vacated not only upon the happening of any of the events mentioned in Regulation 81 of Table A but also if he is removed from office pursuant to the Articles. Regulation 81 of Table A shall be modified accordingly.

REMUNERATION OF DIRECTORS

23. The ordinary remuneration of the directors shall be such amount as the directors shall from time to time determine or such other amount as the Company may from time to time by ordinary resolution determine, to be divided among them in such proportion and manner as the directors may determine or, failing agreement, equally. Subject as aforesaid, a director holding office for part only of a year shall be entitled to a proportionate part of a full year's remuneration. Regulation 82 of Table A shall not apply.
24. No remuneration shall be paid to any director or officer of the Company who is for the time being a member or candidate for membership of a local authority.

DIRECTORS' APPOINTMENTS AND INTERESTS

25. The penultimate sentence of Regulation 84 of Table A shall not apply.

PROCEEDINGS OF DIRECTORS

26. Regulation 93 of Table A shall apply subject to the addition of the words "or approved in writing" after the word "signed" wherever it occurs in the said Regulation.
27. Provided that (so far as applicable) he has complied with the provisions of Regulation 85 of Table A and Section 317 of the Act, a director shall be entitled to vote on any resolution in respect of any contract or proposed contract (within the meaning of the said Section 317) in which he has, directly or indirectly, an interest or duty and shall be counted in the quorum

present at a meeting in relation to any such resolution. Regulations 94 to 96 (inclusive) of Table A shall not apply.

ASSOCIATE DIRECTORS

28. The directors may at any time and from time to time appoint any person to be an associate director having such title including the word "director" as the directors may decide and may at any time remove any person so appointed. A person so appointed shall not be a director of the Company and shall not be a member of the board. Subject as aforesaid, the directors may define and limit the powers and duties of any associate directors and may determine their remuneration which may be in addition to their remuneration as managers or employees of the Company.

DIVIDENDS

29. The Company may declare a dividend on one class of share in the capital of the Company without declaring the same or any dividend in respect of any other class or classes of share in the capital of the Company then in issue.

INDEMNITY

30. Subject to and so far as may be permitted by the Act, but without prejudice to any indemnity to which any person concerned may otherwise be entitled, the directors, alternate directors, auditors, secretary and other officers for the time being of the Company shall be indemnified out of the assets of the Company against any costs, charges, losses, expenses and liabilities incurred by them in the execution and discharge of their duties, including all liability incurred by them as such in defending any proceedings, whether civil or criminal, in which judgment is given in their favour, or in which they are acquitted or in connection with any application under the Act in which relief is granted to them by the Court. Regulation 118 of Table A shall not apply.