



**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

To the Registrar of Companies

For official use

For official use

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

Name of company

*
ALEXANDRA ESTATES LIMITED

I, Valji Vaja, an authorised signatory
of Statutory Managements Limited
71 Bath Court, Bath Street,
London E.C.1V 9NT.

* insert full
name of Company

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 6, Avril Way,
Highams Park,
London E.4 9HS.

Declarant to sign below

the tenth day of December,
One thousand nine hundred and ninety two.
before me

C.F. Vaz
A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths North East Area.

[Signature]
Authorised Signatory

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

EXCELLENT COMPANY SERVICES
COMPANY FORMATION AGENTS
71 BATH COURT, BATH STREET,
LONDON EC1V 9NT
TEL, 071-253 7890

For official Use	
New Companies Section	Post room



COMPANIES HOUSE

10

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

This form should be completed in black.

Company name (in full)

CN

2776744

For official use

ALEXANDRA ESTATES LIMITED

Registered office of the company on
incorporation.

RO

Mercury House,

1 Heather Park Drive,

Post town Wembley,

County/Region Middlesex.HA01SX.

Postcode

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

X

Name EXCELLENT COMPANY SERVICES,

RA

COMPANY FORMATION AGENTS

71 Bath Court,

Post town Bath Street,

County/Region LONDON E.C.1V 9NT.

Postcode

Number of continuation sheets attached

To whom should Companies House
direct any enquiries about the
information shown in this form?

EXCELLENT COMPANY SERVICES,

71 Bath Court,

Bath Street, Postcode

Telephone London E.C.1V 9NT Extension 071 253 7890

Company Secretary (See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

CS

SECRETARY

STATUTORY MANAGERMENTS LIMITED

AD

71 Bath Court, Bath Street,

LONDON E.C.1V 9NT.

Post town

County/Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Signed authorised signatory

Date 10 DEC 1992

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CD

DIRECTOR

WORLDFORM LIMITED

AD

71 Bath Court,

Bath Street,

Post town LONDON E.C.1V 9NT.

County/Region

Postcode

Country

DO

21 09 88

Nationality **NA** BRITISH.**OC**

Company Formation Agents.

OD

None.

I consent to act as director of the company named on page 1

Signed authorised signatory.

Date

Directors (continued)

See notes 1 - 5)

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CD

AD

Post town

County/Region

Postcode

Country

DO

Nationality

NA

OC

OD

I consent to act as director of the company named on page 1

Signed

Date

Delete if the form
is signed by the
subscribers.

EXCELLENT COMPANY SERVICES
Signature of agent on behalf of all subscribers

Date

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

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

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date



A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ALEXANDRA ESTATES LIMITED

1. The name of the Company is Alexandra Estates limited.
2. The Registered Office of the Company will be situate in England and Wales.
3. The objects for which the Company is established are:—

- (A) To carry on the businesses of accountancy and Management Consultants and Advisers, to employ, train and exploit the services of Accountants, Directors, Executives, Staff and Personnel of all kinds, to act as Advisers and Consultants in accountancy, trade development, efficiency technique, business, office and works management, advertising, marketing, sales promotion, product design in relation to all types of commercial and manufacturing undertakings and technical, economic and financial matters affecting commerce and industry, to perform all duties of a secretarial nature, including book-keeping, typing, shorthand, duplicating, translating, instructing, and advising on all matters of office equipment and supplies, to carry on a school or provide training in all branches of secretarial work; to carry on business as Office System Specialists, Business System Organisers, Business Transfer Agents, Publicity Experts, Consultants, Agents and Contractors, Importers, Exporters, Manufacturers, Designers, Repairers and Dealers in Stationery, Office equipment, Machinery and Appliances, Materials and Supplies of every description, Products, Goods, Wares, Produce and Merchandise of all kinds, to act as Business Managers, Business Contractors and Representatives, Rates Adjusters, Arbitrators, Trustees and Sureties, Commission and General Agents; and to arrange business and professional partnership and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property and commodities of all kinds as the Company shall deem fit, and generally to manage, hold, sell, or dispose of or deal in the same; to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; and to undertake and execute any other trusts; and to carry on all or any of the businesses of Capitalists, Financiers, Financial Agents, Company Promoters, Bill Discounters, Insurance Brokers and Agents, Mortgage Brokers, Rent and Debt Collectors.

114883

- (B) To carry on any other business, whether subsidiary or not, which can, in the opinion of the Company, be carried on conveniently or advantageously in connection with any of the businesses for the time being carried on by the Company.
- (C) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body owning any business within any of the objects of the Company, or whose business, or any part of whose business, may conveniently or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.
- (D) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
- (E) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, licences, trade marks, designs, protections, and concessions, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, secret process, inventions, or rights which the Company may acquire or propose to acquire.
- (F) To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant, or tools, or works of any description, or to contribute to the costs thereof, as may seem desirable in the interest of the Company.
- (G) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or cooperation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (H) To manage, develop, sell, lease, mortgage, grant licences or rights of, in or over, or otherwise turn to account any property or assets of the Company.
- (I) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, lien or other security 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, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

- (J) To guarantee or give security for the payment or performance of any debts, contracts or obligations of the Company or of any person, firm or company, for any purpose whatsoever, and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others and generally to give any guarantee, security or indemnity.
- (K) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (L) To receive loans at interest or otherwise from, and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.
- (M) To invest, lend or otherwise deal with unemployed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
- (N) To acquire and hold, sell, mortgage, underwrite or deal with the shares, stocks, bonds, debentures or securities of or in any other company or body (whether such shares or securities be fully paid or not) where the so doing may seem desirable in the interests of the Company.
- (O) To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants and other negotiable, transferable or mercantile instruments.
- (P) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place or assist in so doing, the whole part of the shares or securities of such Company.
- (Q) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (R) To remunerate officers, employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with officers or employees, whether involving the issue of shares or not.
- (S) To pay for any property or rights acquired by the Company either in cash or fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

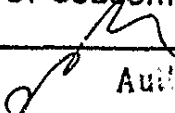

- (T) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others.
- (U) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (V) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (W) To sell or otherwise dispose of the undertaking and assets of the Company, or any part thereof, for any consideration thought fit, and in particular for shares, debentures or other securities of other companies.
- (X) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (Y) To distribute among the members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (Z) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not, except where the context so requires, be limited or restricted by reference to or inference from any other sub-clause or by the name of the Company, and none of such sub-clauses shall be deemed to be subsidiary merely to the first or any other sub-clause, but the objects specified in each sub-clause shall, except where the context otherwise requires, be deemed to be main objects of the Company.

4. The liability of the members is limited.

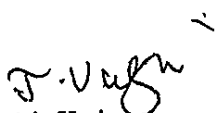
5. The Share Capital of the Company is £ 1,000 divided into 1,000 Shares of £1.00 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as the Articles of Association may from time to time prescribe.

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
 Statutory Managements Limited 71 Bath Court, Bath Street, London E.C.1V 9NT.	One
 Worldform Limited 71 Bath Court, Bath Street, London E.C.1V 9NT.	One

Dated this the 10th day of December, 1992.

WITNESS to the above signatures:


Miss Jyoti Vaja,
71 Bath Court,
Bath Street,
London E.C.1V 9NT.

ARTICLES OF ASSOCIATION

OF

ALEXANDRA ESTATES LIMITED

PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Act 1985 (hereinafter referred to as "the Act") and subject as hereinafter provided the regulations contained or incorporated in Table A in the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as Table A), shall apply to the Company. Reference to any provision of the Act shall where the context so admits be construed as and include a reference to such provision as modified by any statute for the time being in force.
2. Regulations 8, 23, 24, 61, 64, 73, 74, 75, 80, 81, 84, 89, 95, 97 and 118 of Table A shall not apply to the Company, but the Articles hereinafter contained, together with the remaining regulations of Table A, but subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. Sections 89 to 94 inclusive of the Companies Act 1985 shall apply to the Company in their entirety. Any Shares not accepted pursuant to the procedure set out therein shall be under the control of the Directors who may allot, grant options over or otherwise dispose of the same to such persons on such terms and in such manner as they think fit; provided that in the case of shares not accepted as aforesaid such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the Members.

4. Subject to Article 3 hereof, the Directors are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985, to allot shares up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation.

LIEN ON PARTLY PAID SHARES

5. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all monies (whether presently payable or not) payable at a fixed time or called in respect of that share. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The Company's lien on a share shall extend to any amount payable in respect of it.

SHARE TRANSFERS

6. 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.
7. The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be signed by or on behalf of the transferee.

DIRECTORS

8. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than five. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors. The first Director or Directors of the Company shall be the person or persons named in the statement delivered to the Registrar of Companies in accordance with the Act.

9. Any Director may by notice in writing signed by him and deposited at the registered office of the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company, or a person approved by resolution of all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat as a Director, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director. A Director who is also an alternate Director shall be entitled, in addition to his own vote, to a separate vote on behalf of the Director whom he is representing.
10. The office of a Director shall be vacated if:
- a. by notice in writing delivered to the Company at its Registered Office, or tendered at a meeting of the Directors, he resigns the office of Director; or
 - b. he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - c. he is, or may be, suffering from mental disorder and either-
 - i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - ii) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
 - d. he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director.

MANAGING DIRECTORS AND MANAGERS

11. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. His appointment, subject to the payment to him of such compensation or damages as may be payable to him by reason thereof, shall be automatically terminated if he cease from any cause to be a Director.
12. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine.

PROCEEDINGS OF DIRECTORS

13. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall, when one Director only is in office, be one, and shall, when more than one Director is in office, be two.

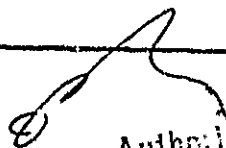
SECRETARY

14. The first Secretary of the Company shall be the person named in the statement delivered to the Registrar of Companies pursuant to the Act.

INDEMNITY

15. Subject to the provisions of the Act, but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

NAMES AND ADDRESSES OF SUBSCRIBERS


Authorized Signatory

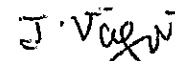
Statutory Managements Limited
71 Bath Court,
Bath Street,
London E.C.1V 9NT.



Worldform Limited,
71 Bath Court,
Bath Street,
London E.C.1V 9NT.

Dated this the 10th day of December, 1992.

WITNESS to the above signatures:


Miss Jyoti Vaja,
71 Bath Court,
Bath Street, :
London E.C.1V 9NT.

FILE COPY



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

No. 2776744

I hereby certify that

ALEXANDRA ESTATES 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 4 JANUARY 1993


P. BEVAN

an authorised officer