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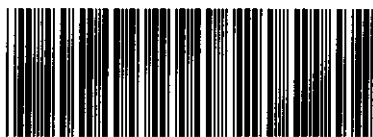
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 6186750

The Registrar of Companies for England and Wales hereby certifies that
CH PROPERTY TRUSTEE SAXTON LIMITED

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

Given at Companies House, Cardiff, the 27th March 2007



N06186750K



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Please complete in typescript, or in bold black capitals.

CHWP007

Declaration on application for registration

Company Name in full

CH PROPERTY TRUSTEE SAXTON LIMITED

I, KATHERINE ELIZABETH EDWARDS

of MANSION HOUSE, PRINCES STREET, YEOVIL

† Please 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 of the Companies Act 1985]~~ and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835

Declarant's signature

K Edwards

Declared at

Barrington House, Watercombe Business Park, Yeovil

Day Month Year

On

17 03 2007

① Please print name.

before me

Hannah Tweed

Signed

H Tweed

Date

17.03.07

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

BATTENS SOLICITORS LIMITED

MANSION HOUSE, PRINCES STREET, YEOVIL, SOMERSET

BA20 1EP

Tel 01935 846000

DX number 100503

DX exchange YEOVIL

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



A49

AMBRGO35

23/03/2007

644

COMPANIES HOUSE

le

FRIDAY

Please complete in typescript,
or in bold black capitals.

CHWP007

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

CH PROPERTY TRUSTEE SAXTON LIMITED

Proposed Registered Office

3 GOLDCROFT

(PO Box numbers only, are not acceptable)

Post town

YEOVIL

County / Region

SOMERSET

Postcode

BA21 4DQ

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum mark
the box opposite and give the agent's name
and address.

X

Agent's Name

BATTENS SOLICITORS LIMITED

Address

MANSION HOUSE

PRINCES STREET

Post town

YEOVIL

County / Region

SOMERSET

Postcode

BA20 1EP

Number of continuation sheets attached

2

Please give the name, address,
telephone number and, if available, a DX
number and Exchange of the person
Companies House should contact if there
is any query.

BATTENS SOLICITORS LIMITED

MANSION HOUSE, PRINCES STREET, YEOVIL,

SOMERSET, Tel 01935 846000

DX number 100503 DX exchange YEOVIL

When you have completed and signed the form please send it to the
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for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

FRIDAY



A49 23/03/2007 622
COMPANIES HOUSE

Company Secretary (see notes 1-5)

Company name

CH PROPERTY TRUSTEE SAXTON LIMITED

NAME *Style / Title

MR

*Honours etc

* Voluntary details

Forename(s)

GRAHAM JOHN

Surname

HUGHES

Previous forename(s)

Previous surname(s)

Address

HILL HOUSE

Usual residential address

BABCARY

For a corporation, give the registered or principal office address.

Post town

SOMERTON

County / Region

SOMERSET

Postcode

TA11 7ED

Country

UNITED KINGDOM

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

Consent signature

Date

15/03/07

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

Forename(s)

DAVID HENRY CARY

Surname

BATTEN

Previous forename(s)

Previous surname(s)

Address

THE KEEPERS COTTAGE

Usual residential address

RYME INTRINSECA

For a corporation, give the registered or principal office address.

Post town

SHERBORNE

County / Region

DORSET

Postcode

DT9 6JP

Country

UNITED KINGDOM

Day Month Year

Date of birth

0 3 0 3 1 9 5 2

Nationality

BRITISH

Business occupation

SOLICITOR

Other directorships

SEE ATTACHED ADDENDUM

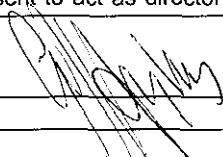
I consent to act as director of the company named on page 1

Consent signature

Date

15/03/07

Directors (continued) (see notes 1-5)

NAME	*Style / Title	MR		*Honours etc						
* Voluntary details	Forename(s)	GRAHAM JOHN								
	Surname	HUGHES								
	Previous forename(s)									
	Previous surname(s)									
Address	HILL HOUSE									
Usual residential address	BABCARY									
For a corporation, give the registered or principal office address.	Post town	SOMERTON								
	County / Region	SOMERSET	Postcode	TA11 7ED						
	Country	UNITED KINGDOM								
	Date of birth	Day	Month	Year	Nationality					
		2	7	0	4	1	9	5	3	BRITISH
	Business occupation	SOLCITOR								
	Other directorships	SEE ATTACHED ADDENDUM								
	I consent to act as director of the company named on page 1									
Consent signature					Date	15/03/07				

This section must be signed by	
Either	
an agent on behalf of all subscribers	Signed Batten Date 15/03/07
Or the subscribers	Signed Date
(i.e those who signed as members on the memorandum of association).	Signed Date
	Signed Date
	Signed Date
	Signed Date
	Signed Date

ADDENDUM TO FORM 10

DAVID HENRY CARY BATTEN

OTHER DIRECTORSHIPS:-

BATTENS COMMERCIAL SERVICES LIMITED
BATTENS SOLICITORS LIMITED
CHURCH HOUSE INVESTMENTS LIMITED
CHURCH HOUSE CONSULTANTS LIMITED
DRYFIELD TRUST LIMITED
DRYFIELD LEASING LIMITED
CHURCH HOUSE TRUST PLC
CHURCH HOUSE GROUP LIMITED
HEXCIS LIMITED
ALDON EVENTING
BRUTON SCHOOL FOR GIRLS
LAW ENTERPRISES LIMITED
CHURCH HOUSE EXECUTOR AND TRUSTEE LIMITED
CHURCH HOUSE PENSION TRUSTEE LIMITED
CHURCH HOUSE SSAS TRUSTEES LIMITED
CH PROPERTY TRUSTEE LAWRENCE LIMITED
CH PROPERTY TRUSTEE COVENTRY LIMITED
CH PROPERTY TRUSTEE ASC LIMITED
CH PROPERTY TRUSTEE PEAKER LIMITED
CH PROPERTY TRUSTEE FOX LIMITED
CH PROPERTY TRUSTEE HANSFORD LIMITED
CH PROPERTY TRUSTEE KERR LIMITED
CH PROPERTY TRUSTEE WOOD LIMITED
CH PROPERTY TRUSTEE TEESSIDE LIMITED
CH PROPERTY TRUSTEE RYEDALE LIMITED
CH PROPERTY TRUSTEE QUINN LIMITED
CH PROPERTY TRUSTEE CAM LIMITED
CH PROPERTY TRUSTEE NIXON LIMITED
CH PROPERTY TRUSTEE FIN LIMITED
CH PROPERTY TRUSTEE WESTWOOD LIMITED
CH PROPERTY TRUSTEE KENNY LIMITED
CH PROPERTY TRUSTEE SPRINGFIELD LIMITED
CH PROPERTY TRUSTEE PDL LIMITED
CH PROPERTY TRUSTEE MOVE LIMITED
CH PROPERTY TRUSTEE EDWARDS LIMITED
CH PROPERTY TRUSTEE ST QUINTON LIMITED
CH PROPERTY TRUSTEE STUDLEY LIMITED
CH PROPERTY TRUSTEE STEPHENSON LIMITED
CH PROPERTY TRUSTEE MANSION HOUSE LIMITED
CH PROPERTY TRUSTEE O'ROURKE LIMITED
CH PROPERTY TRUSTEE PREMIER LIMITED
CH PROPERTY TRUSTEE STUART MARSH LIMITED
CH PROPERTY TRUSTEE CHEMEX LIMITED
CH PROPERTY TRUSTEE AK TRUST LIMITED
CH PROPERTY TRUSTEE SPRINGFIELD (NO.2) LIMITED
CH PROPERTY TRUSTEE GLOVER LIMITED
CH PROPERTY TRUSTEE MANSION HOUSE (NO.2) LIMITED

GRAHAM JOHN HUGHES

OTHER DIRECTORSHIPS:-

BATTENS COMMERCIAL SERVICES LIMITED
BATTENS SOLICITORS LIMITED
CHURCH HOUSE INVESTMENTS LIMITED
CHURCH HOUSE CONSULTANTS LIMITED
DRYFIELD LEASING LIMITED
CHURCH HOUSE TRUST PLC
YEOVIL AND SOUTH SOMERSET LIBERAL CLUB COMPANY LIMITED
LAWYERS AT WORK LIMITED
EUROPEAN PENSION MANAGEMENT LIMITED
BATTENS SECRETARIAL SERVICES LIMITED
CHURCH HOUSE EXECUTOR AND TRUSTEE LIMITED
CHURCH HOUSE PENSION TRUSTEE LIMITED
CHURCH HOUSE SSAS TRUSTEES LIMITED
CH PROPERTY TRUSTEE LAWRENCE LIMITED
CH PROPERTY TRUSTEE COVENTRY LIMITED
CH PROPERTY TRUSTEE ASC LIMITED
CH PROPERTY TRUSTEE PEAKER LIMITED
CH PROPERTY TRUSTEE FOX LIMITED
CH PROPERTY TRUSTEE HANSFORD LIMITED
CH PROPERTY TRUSTEE KERR LIMITED
CH PROPERTY TRUSTEE WOOD LIMITED
CH PROPERTY TRUSTEE TEESSIDE LIMITED
CH PROPERTY TRUSTEE RYEDALE LIMITED
CH PROPERTY TRUSTEE QUINN LIMITED
CH PROPERTY TRUSTEE CAM LIMITED
CH PROPERTY TRUSTEE NIXON LIMITED
CH PROPERTY TRUSTEE FIN LIMITED
CH PROPERTY TRUSTEE WESTWOOD LIMITED
CH PROPERTY TRUSTEE KENNY LIMITED
CH PROPERTY TRUSTEE SPRINGFIELD LIMITED
CH PROPERTY TRUSTEE PDL LIMITED
CH PROPERTY TRUSTEE MOVE LIMITED
CH PROPERTY TRUSTEE EDWARDS LIMITED
CH PROPERTY TRUSTEE ST QUINTON LIMITED
CH PROPERTY TRUSTEE STUDLEY LIMITED
CH PROPERTY TRUSTEE STEPHENSON LIMITED
CH PROPERTY TRUSTEE MANSION HOUSE LIMITED
CH PROPERTY TRUSTEE O'ROURKE LIMITED
CH PROPERTY TRUSTEE PREMIER LIMITED
CH PROPERTY TRUSTEE STUART MARSH LIMITED
CH PROPERTY TRUSTEE CHEMEX LIMITED
CH PROPERTY TRUSTEE AK TRUST LIMITED
CH PROPERTY TRUSTEE SPRINGFIELD (NO.2) LIMITED
CH PROPERTY TRUSTEE GLOVER LIMITED
CH PROPERTY TRUSTEE MANSION HOUSE (NO.2) LIMITED

3705

PRIVATE COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

-of-

CH PROPERTY TRUSTEE SAXTON LIMITED

(Registered Number:)

FRIDAY



AMBRHO36
23/03/2007
COMPANIES HOUSE

1. The company's name is CH Property Trustee Saxton Limited (hereinafter referred to as "the Company")
2. The Company's registered office is to be situated in England and Wales.
3. (A) The objects of the Company are to:
 - (i) undertake trust business and to act as trustee, custodian trustee, administrator, committee, liquidator, receiver, manager, accountant, auditor, or attorney;
 - (ii) to accept and hold any other office of trust or confidence and to perform and discharge the duties and obligations of and incidental to any such office and to co-operate with administrators and trustees in the administration of any trust;
 - (iii) to act as trustees for the holders of or otherwise in relation to any shares, stocks, funds, debentures, debenture stock, bonds, mortgages, loans, obligations, options, option certificates, securities and issues of all kinds and generally to undertake and execute any trusts (whether public or private) the undertaking whereof it may seem desirable to undertake
 - (iv) to hold in trust as trustees for or as nominee of any person or persons or any company, corporation, association, syndicate, trust, fund, club or scheme or any charitable or other institution (whether charitable or not) and whether incorporated or not and to manage and administer any shares, stocks, funds, debentures, debenture stock, bonds, mortgages, loans, obligations, options, option certificates, securities and issues of all kinds, policies, book debts, claims and choses-in-action, lands, buildings, hereditaments, business concerns and other undertakings, charges, annuities, patents, licences and real or personal property or moveable or immoveable property

whatsoever or any claim against an such property or against any person, company, body or authority

- (v) to act as agents for the loan, repayment, transmission, collection and investment of money, and for the purchase, sale, improvement, development and management of property, including business concerns and undertakings
- (B) Without prejudice to the generality of the object of the Company derived from paragraph 3(A) above and the objects and powers of the Company derived from Section 3A of the Act, the Company has power to do all or any of the following things:-
- (i) *to accept and to undertake any office of trustee either gratuitously or otherwise and to accept and to undertake, either gratuitously or otherwise, in relation to any person, trust, fund, club, association or scheme (whether or not the Company is a trustee of any such person, trust, fund, club, association or scheme) any office or function which can conveniently be carried on by the Company in that connection and in particular, and without prejudice to the generality hereof, to undertake any of the offices or functions of administrator or representative of the administrator whether for Inland Revenue purposes or otherwise, or paying agent or investment nominee or investment manager;*
 - (ii) *to exercise all the powers, authorities and discretions from time to time vested whether any deed or deeds or otherwise in the office of trustee of any person, trust, fund, club, association or scheme of which the Company is a trustee or where by the terms of any trust, fund, club, association or scheme or by the terms of appointment of the Company as nominee, bare trustee or custodian trustee, the Company is required to act upon or have regard to the directions or wishes of any person or persons (either generally or in respect of any particular matter) the Company shall have power to do all such things as such person or persons could do acting in person in addition to the other powers conferred hereby;*
 - (iii) *to act and perform and to carry out all the duties and to exercise all the powers, authorities and discretions of or incidental to or arising out of all trusteeships for the time being held by or vested in the Company;*
 - (iv) *to invest any trust funds in the name of the Company or of nominees in or upon any investments or securities authorised by the trusts and to apply such trust funds in any manner authorised by the trusts and for such purposes to make use of the services of investment advisers or managers;*
 - (v) *to do all such things in the execution of any trust as may be authorised directly or indirectly by deed or deeds or other instruments constituting or regulating the trusts or by law;*
 - (vi) *to subscribe for, purchase or otherwise acquire and to hold, dispose of, and deal in, shares, stocks, securities and obligations*

(whether fully or partly paid up) of any government, state, corporation, company or body whatsoever whether registered, domiciled or carrying on business in the United Kingdom or in any other part of the world, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof;

- (vii) to enter into any transaction and exercise any power connected with the carrying on, control, financing or management of the Company's operations, activities and assets and the sale, provision or exploitation of its 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;
- (viii) to grant pensions, allowances, gratuities and bonuses to any employees or ex-employees, and to officers and ex-officers, (which expression shall in this sub-clause include Managing Directors, Directors and ex-Directors) of the Company or its predecessors in business, or any other company in which the Company is in any way interested, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions clubs, funds and trusts which may be considered calculated to benefit any such persons, or otherwise advance the interests of the Company or its members, and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them;
- (ix) 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, secret processes, trade marks, designs or other intellectual property rights and to disclaim, alter, modify, 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, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire;
- (x) to purchase, lease, acquire or take options over any property whatever, and any rights or privileges of any kind over or in respect of any property;
- (xi) to improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company;
- (xii) to appoint any person as its attorney;
- (xiii) to acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the activities which the Company

is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, combine with or enter into partnership or into any arrangement for sharing profits or for co-operation or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received;

- (xiv) to invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made;
- (xv) to lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid);
- (xvi) to borrow and raise money by any method, to secure the repayment of any money borrowed, raised or owing in any manner which the Company may think fit and to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it;
- (xvii) to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments;
- (xviii) to apply for, promote, and obtain any licence, order, Act of Parliament, or other authority to enable the Company to carry any of its objects into effect or for any other purpose which may directly or indirectly promote the company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests;
- (xix) to enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the

Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions;

- (xx) to subscribe for, take, purchase or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world;
- (xxi) to control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payment by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies;
- (xxii) to promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid;
- (xxiii) to sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same;
- (xxiv) to act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub- contracts;
- (xxv) to remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient;
- (xxvi) to distribute among the members of the Company in kind any property of the Company of whatever nature;
- (xxvii) to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company;

- (xxviii) to support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance including insurance for any Director, officer or Auditor against any liability as is referred to in Section 310(1) of the Act; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained;
- (xxix) subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 153(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act;
- (xxx) to procure the Company to be registered or recognised in any part of the world;
- (xxxi) to do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others;
- (xxxii) to do all such other things as may be deemed incidental or conducive to the attainment of the Company's object or of any of the powers given to it by the Act or by this Clause;
- (xxxiii) to carry on any other trade or business which can, in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

AND so that:-

- (1) None of the provisions set forth in any sub-Clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-Clause, or by reference to or inference from the terms of any other sub-Clause of this Clause, or by reference to or inference from the name of the Company.
 - (2) The word "**company**" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
 - (3) In this Clause the expression "**the Act**" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
4. The liability of the Members is limited.
 5. The Company's share capital is £1,000 divided into 1,000 shares of £1.00 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

Signature of
Subscriber

Church House Group Limited
3 Goldcroft
Yeovil
Somerset
BA21 4DQ

One

.....
Dir/Sec

.....
Director

Total shares taken

-

One

Dated the **15th** day of **MARCH** **2007** ~~2006~~

Witness to the above Signatures:

Witness
Signature

Name **MICHEL FOSTER MITCHELL**

Address

Church House
Private Bankers

Occupation **3 Goldcroft**
Yeovil Somerset
BA21 4DQ

Executive Assistant

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-of-

CH PROPERTY TRUSTEE SAXTON LIMITED

(Registered Number:)

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No.805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 no. 1052) (such Table being hereinafter called "**Table A**") shall apply to the Company save in so far as they are excluded or varied by or are inconsistent with these Articles Table A (save as aforesaid) and the Articles hereinafter contained shall be the regulations of the Company.
- (b) Regulation 1 of Table A shall apply to the Company as if references in it to "these regulations" included references to these Articles. Accordingly, in these Articles the expression "**the Act**" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

ALLOTMENT OF SHARES

2. (a) Sections 89(1) and 90(1) to (6) (inclusive) of the Act, in their application to allotments of equity securities by the Company, are hereby excluded in accordance with Section 91(1) of the Act.
- (b) Pursuant to Section 80 of the Act the Directors are generally and unconditionally authorised to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

TRANSFER OF SHARES

3. The directors may in their absolute discretion, and without giving any reason, decline to register any transfer of any share, whether or not fully paid.
4. Regulation 24 in Table A shall not apply to the Company.

RESOLUTIONS

5. (a) If and for so long as the Company has only one Member and that Member takes any decision which is required to be taken in General meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in General Meeting save that this paragraph shall not apply to resolutions passed pursuant to Sections 303 and 391 of the Act.
- (b) Any decision taken by a sole Member pursuant to paragraph (a) above shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book.

APPOINTMENT OF DIRECTORS

6. (a) Regulation 64 in Table A shall not apply to the Company - the maximum number and minimum number of Directors may be determined from time to time by Ordinary Resolution of the Company in General Meeting. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whenever the number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions expressed by Table A or by these Articles to be vested in the Directors generally, and Regulation 89 in Table A shall be modified accordingly.
- (b) Regulations 73 to 80 (inclusive) in Table A shall not apply to the Company, and no Director shall be required to retire by rotation.
- (c) The Company may by ordinary resolution appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional director and, without prejudice to the provisions of the Act may by ordinary resolution remove a director from office.
- (d) A member or members holding a majority in nominal value of the issued ordinary shares in the company may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director, and may remove from office any director however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members concerned or, in the case of a corporate member, signed by one of its directors on its behalf, and shall take effect on lodgement at the registered office.
- (e) The Directors may appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
- (f) In any case where as the result of the death of a sole Member of the Company the Company has no Members and no Directors, the personal representatives of such deceased member shall have the right by notice

in writing to appoint a person to be a Director of the Company and such appointment shall be as effective as if made by the Company in General Meeting pursuant to paragraph (c) of this Article.

- (g) No person shall be disqualified from being or becoming a Director by reason of his attaining or having attained the age of 70 or any other age.

BORROWING POWERS

7. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

8. A Director, or any such other person as is mentioned in Regulation 65 in Table A, may act as an alternate Director to represent more than one Director and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

GRATUITIES AND PENSIONS

9. The Directors may exercise the powers of the Company conferred by Clause 3 (B) (x) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

PROCEEDINGS OF DIRECTORS

10. (a) A Director who has duly declared his interest (in so far as he is required to do so) may vote at a meeting of the Directors or of any committee of the Directors on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he is interested, directly or indirectly. If he shall vote on any such resolution his vote shall be counted and in relation to any such resolution, whether or not he shall vote on the same he be taken into account in calculating the quorum present at the meeting.
- (b) Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company
- (c) Any Director (or his alternate director) may participate in a meeting of the Directors or of any committee of the Directors by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. Such a participant shall be deemed to be present in person at the meeting and accordingly shall be entitled to be counted as part of a quorum and to vote at the meeting. The meeting shall be deemed to take place where the largest group of

those participating is assembled or, if there is no such group, where the chairman then is.

THE SEAL

11. (a) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 of Table A shall not apply to the Company.
- (b) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

INDEMNITY

12. (a) Every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- (b) The Directors shall have power to purchase and maintain for any Director, officer or auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act
- (c) Regulation 118 of Table A shall not apply to the Company.

Names and addresses
of Subscribers


Number of shares taken
by each Subscriber

Signature of
Subscriber

Church House Group Limited
3 Goldcroft
Yeovil
Somerset
BA21 4DQ

One

Dir/Sec


Director

Total shares taken

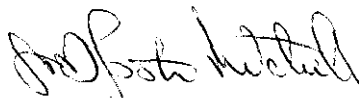
One

Dated the 15th day of MARCH 2007

2006

Witness to the above Signatures:

Witness
Signature



Name APRIL FOSTER MITCHELL

Address **Church House**
Private Bankers

3 Goldcroft
Yeovil Somerset
BA21 4DQ

Occupation

Executive Assistant