

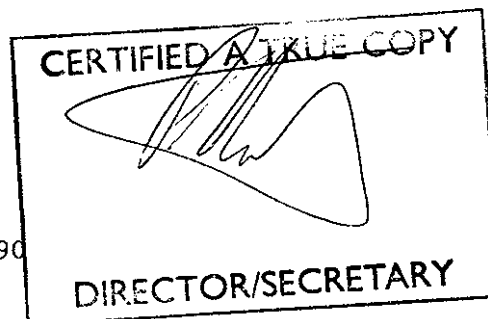
No 42579

THE COMPANIES ACT 1862 TO 1890

AND

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION
(adopted by Special Resolution passed
22 March 1990 and amended
by Special Resolution passed 28 March 1996)

OF

THE MARY STREET ESTATE LIMITED

- 1 The name of the Company is "The Mary Street Estate Limited".
- 2 The Registered Office of the Company will be situated in England.
- 3 The objects for which the Company is established are:-

(1) To acquire by purchase, lease, concession, grant, subscription, licence or otherwise such lands, buildings, leases, underleases, rights, privileges, stocks, shares and debentures, policies of insurance, patents, copyrights and such other property real or personal and rights and interests in property capable of being held for investment as the Company shall deem fit, but so that the Company shall not have power to deal or traffic in any such property but may acquire the same for the purpose of investment only and with a view to receiving the income therefrom.



(2) To carry on all or any of the following businesses, namely Builders and Contractors, Decorators, Manufacturers of or Works in, and Merchants and Dealers in, Stone, Sand, House Agents, and any other businesses which may seem to the Company directly or indirectly conducive to any of these objects.

(3) To promote any Company or Companies for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purposes which may seem directly or indirectly calculated to benefit this Company.

(4) To invest and deal with the monies of the Company not immediately required upon such securities, and in such manner as may from time to time be determined.

(5) To borrow, or raise, or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future).

- (5a) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee, to guarantee the performance of the obligations and the payment of the capital or principal (together with any premium) of and any dividends or interest on any stocks, shares or securities or other obligations of any nature whatsoever (including without limiting the generality of the foregoing, obligations for the repayment of money and/or discharge of liabilities both present and future due, owing or incurred to bankers) of any company firm or person and in particular (but without limiting the generality of the foregoing) of the Company which is for the time being the Company's holding Company, or another subsidiary, of the Company's holding Company or otherwise associated with the Company in business and to create mortgages charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise.
- (5b) To promote the interests of any other company which is for the time being the subsidiary, holding company or subsidiary of any holding company of the Company in any manner whatsoever, and in particular by paying or discharging the liabilities thereof or giving any undertaking to do so, by giving any indemnity or guarantee in respect of such liabilities and by giving any security or charge for any such indemnity or guarantee or for the payment of money or performance of obligations by any such company as aforesaid either with or without consideration and whether or not any benefit flows to the Company other than the promotion of such interest as aforesaid, to the intent that the promotion of the interest of any such company as aforesaid shall be an object and not a power of the Company.
- (6) "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)."
- (7) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge sell, dispose of, turn to account, grant licences, options, right and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (8) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- (9) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company.
- (10) To do all such things as are incidental or conducive to the attainment of the above objects.
4. The liability of the Members is limited.
5. The Capital of the Company is £9,090 divided in 9,000 deferred shares of £1 each and 9,000 ordinary shares of 1 pence each.

Dated the 27th day of November 1904.

Witness to the above Signatures—*John H. H. H.*

Leonard William King

H. M. Marshall

100.

Greenham House 2/

Witness to the signature of Leonard William King.

Hastings Beaumont

22 Lincoln: Am. Philo

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