

687885 /

No. of Company.....

Form No. 41

THE COMPANIES ACT, 1948



A
Companies
Registration
Fee Stamp
of 5s.
must be
impressed
here

Declaration of Compliance

with the requirements of the Companies Act, 1948
on application for registration of a Company

Pursuant to Section 15 (2)

Name of Company :

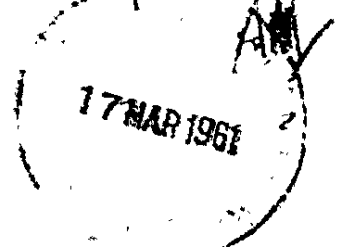
Murrayfield Real Estate (Second Dundee)

LIMITED

Presented by

Bacon & Co
4. Shitkhall Court
S.W.1.

H. A. JUST & CO. LTD.
Company Printers and Registration Agents
71 NEW OXFORD STREET, LONDON, W.C.1
Telephone : TEMPLE BAR 2261



I, Malcolm John Gee
of 69. Old Oak Road. London. W.3.


Do not delete words
not applicable

Do solemnly and sincerely declare that I am [~~a solicitor of the~~
~~Supreme Court engaged in the formation~~] (a) [a person named in the
Articles of Association as a ~~Director~~/Secretary].

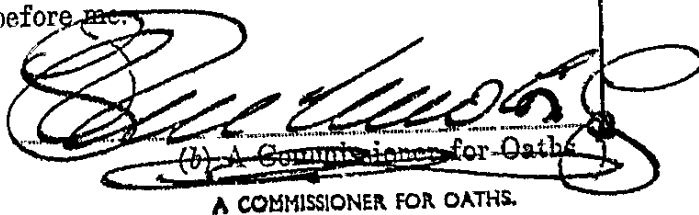
21

of Murrayfield Real Estate (Second
Indice) Limited,

and That all the requirements of the Companies Act, 1948, in
respect of matters precedent to the registration of the said Company
and incidental thereto 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 12 Whitehall
in the County of London
S.W.1
the 15th day of March
one thousand nine hundred and Sixty-one
before me.

M. Gee


(b) A Commissioner for Oaths
A COMMISSIONER FOR OATHS.

(a) or in Scotland 'a Solicitor engaged in the formation'
(c) or Notary Public or Justice of the Peace.

687885/2



No. of Company.....

Murrayfield Real Estate (Second Dundee)
LIMITED

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891. (NOTE—The Stamp Duty on the nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41 Finance Act, 1933.)

This Statement is to be filed with the Memorandum of Association or other Document, when the Company is registered.

The NOMINAL CAPITAL of *Murrayfield Real Estate*
(Second Dundee) Limited,
 is £ *100*, divided into *100* shares of £ *1* each.

Signature *M. J. C.*Description *Secretary*Date *15th March 1961*

Presented by

*Bacon 60**4. Whitehall Court.**S.W. 1.***H. A. JUST & CO. LTD.**

Company Printers and Registration Agents

71 NEW OXFORD STREET, LONDON, W.C.1

Telephone : TEMPLE BAR 2261

REGISTERED
 27 MAR 1961

17 MAR 1961



687885
3



THE COMPANIES ACT, 1946

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

Murrayfield Real Estate (Second Dundee) Limited

REGISTERED
27 MAR 1961

1. The name of the Company is "MURRAYFIELD REAL ESTATE (SECOND DUNDEE) LIMITED".

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are :-

- (a) To acquire by purchase, lease, concession, grant, license or otherwise such lands, buildings, leases, underleases, rights, privileges, stocks, shares, debentures, debenture stock, bonds, obligations or securities of any government, state or authority or of any public or private company, corporate or unincorporate, policies of assurance and such other property and rights and interest in property as the Company shall deem fit, but so that the Company shall not have power to deal or traffic in lands, buildings, leases, underleases, rights, privileges, stocks, shares, debentures, debenture stock, bonds, obligations or securities, policies of life assurance or other of its property or assets, but may acquire the same for purposes of investment only, and with a view to receiving the income therefrom. If from time to time it shall be found necessary or advisable for the Company to sell or realise all or any part of its property or assets, the Company shall have power so to do, but any surpluses or deficiencies arising on or from such sale or realisation shall be dealt with as capital surpluses not available for the payment of dividends or as capital deficiencies which shall be charged against capital account.



24/

- (b) To manage, exchange, lease, grant tenancies, licences, easements and other rights in or over, alter, improve, extend, add to, build, re-build, replace or repair any property of the Company and to act as proprietors of shops, offices, residential and service flats, and to provide for the tenants and occupiers thereof all or any of the conveniences and services commonly provided in business and professional premises, hotels and clubs, and to manage or let all or any of the Company's hereditaments and premises on lease or at rack rents.
- (c) To carry on any other undertaking whatsoever which may seem to the Company capable of being conveniently carried on by the Company, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights or advisable to undertake with a view to rendering valuable any property or rights belonging to the Company or in which the Company may be interested.
- (d) To take, make, execute, enter into, commence, carry on, prosecute and defend all steps, contracts, agreements, negotiations, legal and other proceedings, and all arrangements and schemes, and to do all other acts, matters and things which shall be conducive or expedient for the protection of the Company as holders of, or interested in, the property for the time being of the Company, or for obtaining payment of money thereon.
- (e) To acquire and hold shares, stocks, bonds, debentures, debenture stock, obligations or securities of any kind in any company, corporation or government.
- (f) To acquire and undertake the whole or any part of the business, property, rights, and liabilities of any person, firm or company carrying on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of this Company, and to pay for any business, property or rights, wholly or partially, in shares, debentures or other securities or obligations of the Company or under the control of the Company, and whether fully or partly paid, and as part of the terms of any such purchase or otherwise to grant options upon any unissued shares or obligations of the Company.
- (g) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concessions or otherwise with

any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to assist any such person or company.

- (h) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise) that may seem conducive to the Company's objects or any of them, and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (i) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees or officers or ex-officers of the Company or the dependents of such persons, and to grant pensions and allowances to and to make payments towards insurances for any such persons or their dependents, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- (j) To furnish and provide deposits, caution moneys and guarantee funds required in relation to any tender or application for any contract, concession, decree, enactment, property or privilege or in relation to the carrying out of any contract, concession, decree or enactment.
- (k) To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (l) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- (m) To pay out of the funds of the Company all costs, charges and expenses preliminary

and incidental to the promotion, formation, establishment, registration and advertising of the Company and the issue of the capital, and to remunerate by cash or by allotment of fully or partly paid shares or in any other manner any persons, firm or corporation for services rendered or to be rendered in acting as trustees for debenture-holders of this Company, or for subscribing or agreeing to subscribe, whether absolute or conditionally, or for procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares, debentures or other securities of the Company or of any company promoted by this Company, or in introducing any property to the Company, or in or about the conduct of the affairs of this Company, or for guaranteeing payment of such debentures or other securities and any interest thereon.

- (n) To invest and deal with the moneys of the Company not immediately required and any money which may be in hand or under the control of the Company, whether the property of the Company or on deposit or loan with it or otherwise at its disposal, in such manner as may from time to time be determined.
- (o) To lend money to such persons on such terms as may seem expedient, with or without security, and to guarantee or become liable for the contracts and obligations of any person, firm or Company, or of any municipal or other authority or public body, and to guarantee the title to or quiet enjoyment of property, either absolutely or subject to any qualifications or conditions, and to guarantee persons, firms and companies interested or about to become interested in any property against any loss, actions, proceedings, claims or demands in respect of any insufficiency or imperfection, or deficiency of title or in respect of any incumbrances, burdens or outstanding rights, or to give any other kind of guarantee, and to procure the guarantee by any person, firm or company or any contracts or obligations made or undertaken by the Company.
- (p) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and for such purposes or any other purposes to make and issue income stock bonds and certificates, secured and unsecured notes and other obligations of

the Company, and mortgages, charges, debentures or debenture stock, perpetual or otherwise, charged or not charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to purchase, redeem, or pay off any such securities.

- (q) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (r) To improve, manage, develop, exchange or lease, all or any part of the property, assets, undertaking, investments and rights of the Company for such consideration as the Company may think fit, with power to accept in payment or part payment for the same any shares (fully or partly paid) stocks, debentures or other securities or obligations of the Company, but so that any profit arising on any sale or exchange shall not be distributed by way of dividend, but shall be dealt with for capital purposes only.
- (s) To sell or dispose of the undertakings of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other Company.
- (t) To distribute any of the property of the Company in specie among the members.
- (u) To do all or any of the above things in the United Kingdom or in any part of the world, and as principals, agents, contractors, trustees or otherwise and by or through trustees, sub-contractors, agents, or otherwise and either alone or in conjunction with others.
- (v) To do all such other things as the Company may deem incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "Company" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that each of the objects specified in each paragraph of this clause, except where otherwise expressed in such paragraph, shall be a separate and independent main

object of the Company, and shall not be limited or restricted by reference to the terms of any other paragraph or the name of the Company.

4. The Company shall not deal, speculate or trade in any lands, buildings, properties, stocks, shares, debentures, debenture stocks, bonds, obligations or other securities except as investments of the Company's funds and shall not realise, convert or otherwise dispose of any such lands, buildings, properties, investments or other securities except by way of changes of investment. Any surplus arising on the realisation of any lands, buildings, properties, investments or other securities shall be placed to the credit of a capital reserve account and shall not be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to the members.

5. The liability of the members is limited.

6. The share capital of the Company is £100, divided into 100 shares of £1 each. The Company shall have power to increase the share capital and to issue any shares of the original or any new capital with any preference or priority with regard to dividend, distribution of assets or otherwise, over or ranking equally with any other shares, whether at the time issued or created or not, and whether preference, ordinary or other shares, or as deferred shares, and with or without a right to the whole or any part of the surplus assets after repayment of paid-up capital, and with a special or without any right of voting, and to alter the Articles of Association for the purpose of giving effect to any preference, priority or right or special conditions as to right of voting, or for effecting any alteration or abandonment of any rights or privileges at any time attached to any class of shares, as well as in any other way authorised by Statute, and upon the sub-division of a share the right to participate in profits may be apportioned in any manner as between the several shares resulting from such sub-division.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber.
<p>- Tessa M. Little, 64, Conway Road, Southgate, N.14. Secretary.</p> <p>- Tessa M. Little.</p> <p>Margaret Jane Camberlege, 45, Arthur Road. Wimbledon, S.W.19.</p> <p>J. Camberlege Secretary.</p>	<p>One (1)</p> <p>One (1)</p>

DATED this 15th day of March 1961.

WITNESSES to the above signatures :-

Malcolm John Gee
69, Old Oak Road
London W.3.



687885 / 4

THE COMPANIES ACT, 1948

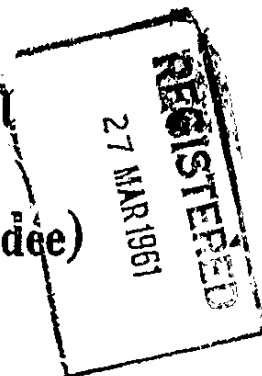


COMPANY LIMITED BY SHARES

Articles of Association

OF

Murrayfield Real Estate (Second Dundee) Limited



PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained in Parts I and II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall apply to the Company.

2. Clauses 24, 25, 26, 53, 55, 58, 71, 75, 76, 77, 79, 84(2), (3) and (4), 89 to 94 inclusive and 99 of Part I of Table A shall not apply to the Company, but the remaining clauses of Table A subject to the modifications hereinafter contained and the Articles hereinafter contained and expressed, shall constitute the regulations of the Company.

PRIVATE COMPANY.

3. The Company is a "Private Company" within the meaning of Section 28 of the Companies Act 1948.

SHARES.

4. The shares shall be at the disposal of the Directors, and they may allot or otherwise dispose of them to such person at such times and generally on such terms and conditions as they think proper, subject always to Article 3, and provided that no shares shall be issued at a discount, except as provided by Section 57 of the Companies Act 1948.

5. The Company shall not carry on the trade or business of dealers or speculators in any lands, buildings or properties or in investments or other securities. The Company shall not acquire or hold any lands, buildings, properties, investments or securities except as investments of the Company's funds and shall not realise, convert or otherwise dispose of any such lands, buildings, properties, investments or securities except by way of changes of investment.

TRANSMISSION OF SHARES

6. Any share of a deceased member may be transferred by his personal representatives to any person who may become entitled thereto under testamentary disposition or intestacy.

PROCEEDINGS AT GENERAL MEETINGS

7. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two members personally present shall be a quorum.

8. The Chairman of the Board of Directors shall preside at every General Meeting, but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some member present to be Chairman of the meeting.

9. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least two members personally present and entitled to vote at the meeting or by the holder or holders present in person or by proxy of at least one twentieth part of the issued ordinary share capital of the Company, and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company, shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

DIRECTORS

10. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five. The names of the first Directors shall be determined in writing by the subscribers to the Memorandum of Association.

11. A Director need not hold any shares of the Company to qualify him as a Director.

12. The Company in General Meeting may from time to time direct such sums as may be thought fit to be paid as and by way of remuneration to the Directors. The Directors shall also be entitled to be repaid all

travelling and hotel expenses reasonably incurred by them respectively in or about the performance of their duties as Directors.

POWERS AND DUTIES OF DIRECTORS.

13. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, and to issue debentures, debenture stock and other securities.

14. The Directors from time to time or at any time may provide through Local Boards, Attorneys or Agencies for the management of the affairs of the Company abroad, and may appoint any persons to be members of such Local Boards or as Attorneys or Agents, and may remove any persons so appointed and appoint others in their place, and may fix their remuneration. The Company may exercise the powers conferred by Sections 35 and 110 of the Companies Act 1948 and those powers shall accordingly be exercisable by the Directors.

15. The Directors from time to time, and at any time, may delegate to any such Local Board, Attorney or Agent any of the powers, authorities and discretions for the time being vested in the Directors, and any such delegation may be made on such terms and subject to such conditions as the Directors may think fit, and may include a power to sub-delegate, and the Directors may at any time annul or vary any such delegation but no person dealing in good faith and without notice of such annulment or variation shall be affected thereby.

16. Each Director shall have the power from time to time to appoint a person to act as alternate Director during his absence and may at his discretion remove such alternate Director. The person so appointed shall (except as regards qualifications, power to appoint an alternate and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director while so acting may exercise and discharge all the functions, powers and duties as a Director of his appointor in the absence of such appointor. Any Director acting as an alternate shall have an additional vote for the Director for whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director.

17. A Director may hold any other office or place of profit under the Company (other than the office of

Auditor) in conjunction with his office of Director for such period and on such terms as to remuneration and otherwise as may be arranged between him and the Board, and no Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any such other office or place of profit, or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relation thereby established, but the nature of his interest shall be declared by him at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration, if his interest then exists, or in any other case at the first meeting of the Directors after he becomes so interested. Subject to such declaration of interest being made a Director may vote in respect of any contract or arrangement in which he is so interested, and if he shall do so his vote shall be counted.

18. A general notice given to the Directors by any Director to the effect that he is a Member of any specified company or firm and is to be regarded as interested in any contract which may thereafter be made with that company or firm shall be deemed a sufficient declaration of interest in relation to any contract so made.

PROCEEDINGS OF DIRECTORS.

19. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two, unless there are less than two Directors.

20. A resolution in writing signed by every Member of the Board shall have the same effect and validity as a resolution of the Board duly passed at a meeting of the Board duly convened and constituted.

SECRETARY

21. The first Secretary of the Company shall be Malcolm John Gee.

CAPITAL RESERVE

22. (A) All capital appreciations realised upon or derived from the sale, realisation or payment off of properties, securities or investments or other realisations of or dealings with capital assets or

any other sums which in the opinion of the Directors are of a capital nature shall be applied to capital purposes only and unless forthwith appropriated to meeting realised losses on sales, realisation or payment off of or on any change or transposition of securities, investments or properties or other realisations of or dealings with capital assets, or to writing down properties, securities, investments or other capital assets (either individually or in the aggregate) shall be carried by the Directors to the credit of a capital reserve account and all losses of a similar nature shall be carried to the debit of such capital reserve account. The sum carried and for the time being standing to the credit of the capital reserve account shall not in any event be transferred to profit and loss or revenue account or regarded or treated as profits of the Company available for dividend or be available for distribution by way of dividend or bonus or applied in paying dividends or bonuses on any shares in the Company's capital, but it shall be applicable for making good losses on the Company's properties, securities and investments, and providing for depreciation in the value of the Company's properties, securities and investments.

(B) Any moneys for the time being standing to the credit of the capital reserve account may, at the discretion of the Directors, either be employed in the business of the Company or be invested in such properties, investments (other than shares of the Company) or other assets as the Directors may from time to time think fit.

(C) The capital reserve account referred to in this Article shall be separate and distinct from the reserve authorised by regulation 117 of Table A, Part I.

WINDING UP.

23. In a winding up the Liquidator may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution, provided always that if any such distribution is determined to be made otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such resolution were a Special Resolution, passed pursuant to Section 287 of the Companies Act 1948.

INDEMNITY.

24. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned

in paragraph (B) of the proviso to Section 205 of the Companies Act 1948) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto 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 the said Section.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Tessa Marian Little,
64, Conway Road,
Southgate, N.14.
Secretary.

Tessa M. Little.

Margaret Jane Chamberlege,
45. Arthur Road,
Wimbledon, S.W.19.

Secretary.

J. Chamberlege

DATED this 15th day of March 1961

WITNESS to the above signatures :-

Malcolm John Gee
69 Old Oak Road
London. W.3.

ALL MEMBERS OF THE
COMPANY MUST HAVE
APPROVED BY THE
BY THE DIRECTOR
FOR. H. A. J. 1948

R. H. J.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Memorandum

—AND—

Articles of Association

—OF—

Murrayfield Real Estate (Second
Dundee) Limited

No. C. 173

DUPLICATE FOR THE FILE

No. 687885



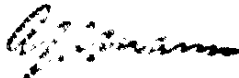
Certificate of Incorporation

I Hereby Certify, that

MURRAYFIELD REAL ESTATE (SECOND FUNDEN) LIMITED

is this day Incorporated under the Companies Act, 1948, and that the
Company is Limited.

Given under my hand at London this ~~Twenty-seventh~~ day of
March One Thousand Nine Hundred and Sixty ~~one~~.


Assistant Registrar of Companies.

Certificate
received by }

P
Date 27.3.61

THE COMPANIES ACT, 1948



A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here

NOTICE of CONSOLIDATION, DIVISION, SUB-DIVISION, or CONVERSION
into STOCK of SHARES, specifying the SHARES so Consolidated, Divided, Sub-
divided, or Converted into Stock, or of the Re-Conversion into Shares of Stock,
specifying the Stock so re-converted, or of the Redemption of Redeemable Preference
Shares or of the Cancellation of Shares (otherwise than in connection with a reduction
of share capital under Section 66 of the Companies Act, 1948).

Pursuant to Section 62.

Insert the
name of
the
company

Whitfield Real Estate (Second) Limited

LIMITED

REGISTERED
27 APR 1961

Presented by

Whitfield Real Estate (Second) Limited
90 Whitfield Court

S.D.L.

The Solicitors' Law Stationery Society, Limited
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 4 Bedford Row, W.C.1; 6 Victoria Street, S.W.1
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

TO THE REGISTRAR OF COMPANIES.

Abbeyfield Real Estate (Second Handee) LIMITED

hereby gives you notice in accordance with Section 62 of the Companies Act, 1948,

that the existing 100 shares of £1 each in the capital of the company have been sub-divided into 2000 shares of 1/- each.

(Signature) B. E. Rutherford

(State whether Director or Secretary) Secretary

Dated the Twenty-sixth day of April 1961

NOTE.—This margin is reserved for binding, and must not be written across.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES



Ordinary Resolution

- of -

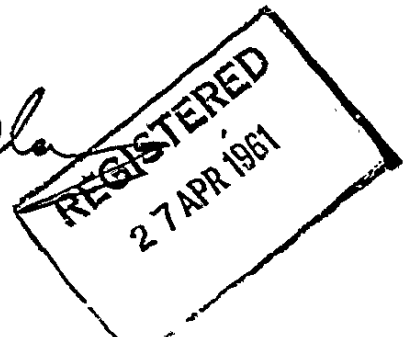
MURRAYFIELD REAL ESTATE (SECOND DUNDEE)
LIMITED

Passed the 13th day of April, 1961.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, convened on short notice with the consent of all the Members and held at 62, St. James's Street, London, S.W.1. on the 13th day of April, 1961, the following ORDINARY RESOLUTION was duly passed, viz :-

"That the existing 100 shares of £1 each in the capital of the Company be sub-divided into 2,000 shares of 1/- each and that the share capital of the Company be increased from £100 to £1,000 by the creation of 18,000 additional shares of 1/- each to rank pari passu in all respects with the existing 2,000 shares of 1/- each in the capital of the Company."

Handwritten signature
Chairman.



WE CERTIFY that this Resolution has been printed by the Lithographic process.

For H. A. JUST & Co. LTD.

Handwritten notes:
H. A. Just & Co. Ltd.
27 APR 1961

Handwritten notes:
H. A. Just & Co. Ltd.
22300
27 APR 1961

No. of Company 68/885 / 13

Form No. 10

THE COMPANIES ACT, 1948



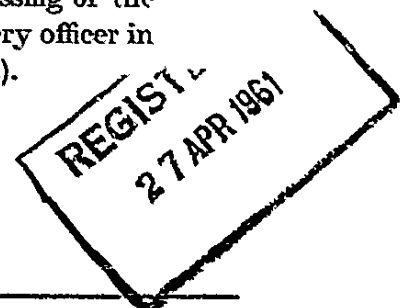
Notice of Increase in Nominal Capital

Pursuant to Section 63

Name of Company :

Marshall's Real Estate (General) Limited
LIMITED

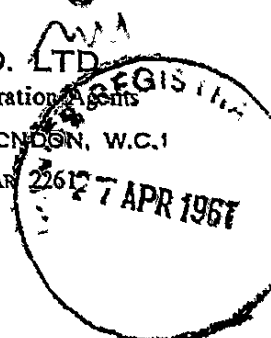
NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).



resented by

Marshall's Real Estate (General) Limited
2, Whitehall Court, S.W.1

H. A. JUST & CO. LTD.
Company Printers and Registration Agents
NEW OXFORD STREET, LONDON, W.C.1
Telephone : TEMPLE BAR 2261



To THE REGISTRAR OF COMPANIES.

Spellingwell Real Estate (Securities) Limited,
hereby gives you notice, pursuant to Section 63 of the Companies Act, 1948, that
by a *Ordinary Resolution* Resolution of the Company dated the
thirtieth day of *April* 19*48* the Nominal Capital
of the Company has been increased by the addition thereto of the sum of
£*950* beyond the Registered Capital of £*100*.

The additional Capital is divided as follows :—

Number of Shares	Class of Shares	Nominal amount of each Share
<i>18,000</i>	<i>Ordinary</i>	<i>1/2 each.</i>

The Conditions (e.g. voting rights, dividends, etc.) subject to which the
new shares have been, or are to be, issued are as follows :—

*The additional shares rank pari passu in all respects
with the existing shares.*

If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature *J. E. Sullivan*

State whether Director } *Secretary*
or Secretary }

Dated the *thirtieth* day of *April* 19*48*

* "Ordinary" "Extraordinary" or "Special"

No. of Company 14

Form No. 26a

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)



COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

of

Mabeyfield Road State (Second Hand)

LIMITED

Pursuant to Section 112 of the Stamp Act 1891 as amended by Section 7 of the Finance Act 1899, by Section 39 of the Finance Act 1920 and Section 41 of the Finance Act 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, Interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act 1903)

resented by

Stephen Kees & Co. Ltd.
111, 113, 115, 117, 119, 121, 123, 125, 127, 129, 131, 133, 135, 137, 139, 141, 143, 145, 147, 149, 151, 153, 155, 157, 159, 161, 163, 165, 167, 169, 171, 173, 175, 177, 179, 181, 183, 185, 187, 189, 191, 193, 195, 197, 199, 201, 203, 205, 207, 209, 211, 213, 215, 217, 219, 221, 223, 225, 227, 229, 231, 233, 235, 237, 239, 241, 243, 245, 247, 249, 251, 253, 255, 257, 259, 261, 263, 265, 267, 269, 271, 273, 275, 277, 279, 281, 283, 285, 287, 289, 291, 293, 295, 297, 299, 301, 303, 305, 307, 309, 311, 313, 315, 317, 319, 321, 323, 325, 327, 329, 331, 333, 335, 337, 339, 341, 343, 345, 347, 349, 351, 353, 355, 357, 359, 361, 363, 365, 367, 369, 371, 373, 375, 377, 379, 381, 383, 385, 387, 389, 391, 393, 395, 397, 399, 401, 403, 405, 407, 409, 411, 413, 415, 417, 419, 421, 423, 425, 427, 429, 431, 433, 435, 437, 439, 441, 443, 445, 447, 449, 451, 453, 455, 457, 459, 461, 463, 465, 467, 469, 471, 473, 475, 477, 479, 481, 483, 485, 487, 489, 491, 493, 495, 497, 499, 501, 503, 505, 507, 509, 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3915, 3917, 3919, 3921, 3923, 3925, 3927, 3929, 3931, 3933, 3935, 3937, 3939, 3941, 3943, 3945, 3947, 3949, 3951, 3953, 3955, 3957, 3959, 3961, 3963, 3965, 3967, 3969, 3971, 3973, 3975, 3977, 3979, 3981, 3983, 3985, 3987, 3989, 3991, 3993, 3995, 3997, 3999, 4001, 4003, 4005, 4007, 4009, 4011, 4013, 4015, 4017, 4019, 4021, 4023, 4025, 4027, 4029, 4031, 4033, 4035, 4037, 4039, 4041, 4043, 4045, 4047, 4049, 4051, 4053, 4055, 4057, 4059, 4061, 4063, 4065, 4067, 4069, 4071, 4073, 4075, 4077, 4079, 4081, 4083, 4085, 4087, 4089, 4091, 4093, 4095, 4097, 4099, 4101, 4103, 4105, 4107, 4109, 4111, 4113, 4115, 4117, 4

THE NOMINAL CAPITAL

OF

Murrayfield Road Estate (Second Dundee) Limited
has by a Resolution of the Company dated 13th April 1961 been
increased by the addition thereto of the sum of £ 900
divided into 18,000 Shares of one shilling each,
beyond the registered Capital of one hundred pounds

*Signature A. E. Reidland

Officer Secretary

Dated the twelfth day of April 1961

**This Statement should be signed by a Director or Secretary of the Company.*

17/13

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

MURRAYFIELD REAL ESTATE (SECOND
DUNDEE) LIMITED

(Passed this 25th. day of Feb. 1969)

AT an EXTRAORDINARY GENERAL MEETING of the
above-named Company duly convened and held on the 25th.
day of February, 1969 the following Resolution was duly
passed as a SPECIAL RESOLUTION :-

SPECIAL RESOLUTION

THAT the Memorandum of Association of the
Company be altered by deleting from Clause 3 thereof
sub-clause (O) and substituting therefor the following
new sub-clause (O) :-

"(O) To enter into any guarantee, contract of indemnity or
suretyship whether by personal covenant or otherwise or by
mortgage or charge on all or any part of the undertaking,
property or assets (both present and future) of the Company
and its uncalled capital and in particular (without prejudice
to the generality of the foregoing) with or without consideration
to guarantee or give security as aforesaid for the payment
of any principal moneys, premiums, interest and other moneys
secured by or payable under any obligations or securities,
including particularly the obligations or securities of
any company which is (within the meaning of Section 154 of the
Companies Acts, 1948) in relation to the Company a holding
Company or a subsidiary, or a subsidiary of any such holding
company."




Chairman

34/31

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

MURRAYFIELD REAL ESTATE (SECOND DUNDEE) LIMITED

(Passed this 7th day of May 1969)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the Seventh day of May 1969 the following Resolutions were duly passed as SPECIAL RESOLUTIONS :-

SPECIAL RESOLUTIONS

1. THAT the Memorandum of Association of the Company be and the same is hereby altered
 - (a) by deleting Clause 3 thereof and substituting therefor Clause 3 of the printed document submitted to this meeting and for the purpose of identification signed by the Chairman hereof, and
 - (b) by deleting the last sentence of Clause 5 thereof and substituting therefor the last sentence of Clause 5 of the said printed document.
2. THAT the Articles contained in the printed document submitted to this meeting and for the purpose of identification signed by the Chairman hereof be and the same are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of the Company.



IT IS HEREBY CERTIFIED that this is the print of the
Articles of Association of the Company referred to in the
Special Resolution passed on the Seventh day
of May 1969.

Wm. J. Macdonald
Chairman

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

Murrayfield Real Estate (Second Dundee) Limited.

(Adopted by Special Resolution passed on the 7th day of ^{May}~~March~~, 1969)

PRELIMINARY

1. The regulations contained in Part I of Table "A" in the First Schedule to the Companies Act, 1948 (which Table is hereinafter called Table "A") shall apply to the Company save insofar as they are excluded or modified hereby. The Clauses in Part I of Table "A" numbered 24, 53, 77, 79, 87, 88(A) and (F), 89, 90, 91, 92 and 107 shall not apply but, subject as aforesaid and in addition to the remaining Clauses in Part I of Table "A", the following shall be the Articles of Association of the Company.

PRIVATE COMPANY

2. The Company is a private company, and accordingly the regulations contained in Part II of Table "A", except Clause 1 therein, shall apply to the Company.

SHARES

3. The share capital of the Company is £1,000, divided into 20,000 shares of 1/- each.

4. All shares for the time being created and unissued shall be under the control of the Directors, who may allot, grant options over, or otherwise deal with or dispose of the same to such persons

(including any Directors), on such terms and conditions and at such time or times as the Directors may think fit, but so that no share shall be issued at a discount except as provided by Section 57 of the Act. In Clause 3 in Part I of Table "A" the words "with the sanction of an Ordinary Resolution" shall be deemed to be deleted.

5. The lien conferred by Clause 11 in Part I of Table "A" shall attach to fully paid Shares and to all Shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of two or more joint holders.

6. In Clause 15 in Part I of Table "A" the following words "except insofar as may be otherwise agreed between the Company and any Member in the case of the shares held by him" shall be inserted immediately after the words "Provided that".

7. In Clause 22 in Part I of Table "A" the words "and transferee" shall be deemed to be deleted.

NOTICES OF MEETINGS

8. Every notice calling a General Meeting shall comply with the provisions of Section 136(2) of the Act, as to giving information to Members in regard to their right to appoint proxies, and all notices and other communications relating to a General Meeting which any Member is entitled to receive shall also be sent to the Auditor for the time being of the Company.

RESOLUTIONS

9. Any such resolution in writing as is referred to in Clause 5 in Part II of Table "A" may consist of several documents in the like form each signed by one or more of the Members (or their duly authorised representatives) in that Clause referred to.

PROCEEDINGS AT GENERAL MEETINGS

10. The following words shall be added to the end of Clause 52 in Part I of Table "A" "and fixing the remuneration of Directors".

11. The words "the meeting shall be dissolved" shall be substituted for the words "the members

(13)

present shall be a quorum" in Clause 54 in Part I of Table "A".

12. It shall not be necessary to give any notice of an adjourned meeting and Clause 57 in Part I of Table "A" shall be construed accordingly.

13. A poll may be demanded by any Member present in person or by proxy and Clause 58 in Part I of Table "A" shall be modified accordingly.

14. The words "in any instrument of proxy sent by the Company in relation to the meeting" shall be substituted for the words "in the notice convening the meeting" in Clause 69 in Part I of Table "A".

DIRECTORS

15. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than two nor more than seven and Clause 75 in Part I of Table "A" shall be modified accordingly.

16. A Director need not hold any Shares of the Company to qualify him as a Director but he shall be entitled to receive notice of and attend and speak at all General Meetings of the Company and at all separate General Meetings of the holders of any class of Shares in the capital of the Company and Clause 134 in Part I of Table "A" shall be modified accordingly.

17. If any Director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Directors so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a Board Meeting of the Directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.

18. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital and to issue debentures, debenture stock and other securities as security for any debt,

liability or obligation of the Company or of any third party.

19. A Director may vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, and if he does so vote his vote shall be counted, and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration and Clause 84 in Part I of Table "A" shall be modified accordingly.

20. A Director present at any meeting of Directors or Committees of Directors need not sign his name in a book kept for that purpose and Clause 86 in Part I of Table "A" shall be modified accordingly.

21. The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or on his death to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

22. A Director shall not retire by rotation and Clauses 93, 94, 95, 96 and 97 in Part I of Table "A" shall be modified accordingly.

23. Without prejudice to the provisions of Section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his term of office. The Company may by Ordinary Resolution appoint another person in place of the Director so removed.

24. Each Director shall have the power to nominate another Director, or with the approval of a majority of the other Directors, any other person to act as alternate Director, in his place, at any meeting of the Directors at which he is unable to be present, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall (except as regards the power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, whilst acting in the place of an absent Director, shall exercise and discharge all the duties of the Director he represents, but shall look to such Director solely

for his remuneration as alternate Director. Any Director of the Company who is appointed an alternate Director shall have an additional vote at meetings of the Directors for each Director for whom he acts as an alternate Director, but he shall count as only one Director for the purpose of reckoning a quorum of Directors. Any person appointed as an alternate Director shall vacate office as such alternate Director if and when the Director by whom he has been appointed vacates office as a Director. Every such alternate Director shall be an officer of the Company and he shall not be deemed to be the agent of the Director appointing him.

25. Any such resolution in writing as is referred to in Clause 106 in Part I of Table "A" may consist of several documents in the like form each signed by one or more of the Directors for the time being entitled to receive notice of a meeting of the Directors and Clause 106 in Part I of Table "A" shall be modified accordingly.

26. No person shall be or become incapable of being appointed a Director by reason of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.

27. (a) The Directors may from time to time appoint one or more of their body to be Managing or Executive Director or Joint Managing or Executive Directors of the Company, for such fixed term or without limitation as to period and on such terms as they think fit and (subject to the provisions of any service contract between him and the Company and without prejudice to any claim for damages he may have for breach of any such service contract) may remove or dismiss him or them from office and appoint another or others in his or their place or places. A Managing Director or such Executive Director shall (subject to the provisions of sub-clause (b) hereof and without prejudice to any claim for damages any such Managing Director or Executive Director may have for breach of any service contract between him and the Company) be subject to the same provisions as to removal and as to vacation of office as the other Directors of the Company and if he ceases to

hold the office of Director from any cause he shall (without prejudice as aforesaid) ipso facto and immediately cease to be a Managing Director or such Executive Director.

(b) A Managing Director or Executive Director holding office as such for a fixed period shall not be entitled to resign as a Director of the Company and Clause 88(E) in Part I of Table "A" shall be modified accordingly.

NOTICES

28. Clause 131 in Part I of Table "A" shall apply as if there were deleted therefrom the words "in the case of a notice of a meeting" and the words "and in any other case at the time at which the letter would be delivered in the ordinary course of post".

DIVIDENDS

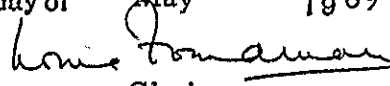
29. Any surpluses realised upon or derived from the sale, realisation or payment off of property or investments or from the variation or transposition of property or investments or other realisations of capital assets or any other realised sums which in the opinion of the Directors are of a capital nature shall be transferred to capital reserve account and shall be applicable for capital purposes only and shall not be treated as profits of the Company available for distribution by way of dividend but may be capitalised in any manner provided by Regulation 128 of Part I of Table A. Any surplus arising as a result of a revaluation of any of the capital assets of the Company shall likewise be carried to capital reserve account but may nevertheless (notwithstanding any provisions in these Articles) be treated as profits of the Company available for distribution by way of dividend if and in so far as the Directors resolve that the same is required for making good loss of revenue which in their opinion is attributable to properties which are or have been held for or in the course of development.

30. Any shares, stock, securities or other investments upon which any moneys of the Company are, for the time being, invested and any other properties or assets of the Company may, at the discretion of the Directors, be held either in the name of the Company itself or in the names of the Directors, or any of them, or in the name of any person

(17)

(including a corporate body) appointed by the Directors for the purpose, and the Directors may appoint any persons to accept and hold in trust for the Company any such investments or other properties or assets, and may remunerate them for their service and may execute and do all such deeds, documents and things as may be requisite in relation to any such trust.

IT IS HEREBY CERTIFIED that this is a true copy of the
Memorandum of Association of the Company as altered by
Special Resolution passed 7th day of May 1969


Chairman

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum of Association

(As altered by Special Resolution passed on 7th May March, 1969)

OF

Murrayfield Real Estate (Second Dundee) Limited.

1. The name of the Company is "MURRAYFIELD REAL ESTATE (SECOND DUNDEE) LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (A) To purchase for investment land and houses and other property of any tenure and any interest therein, and to create freehold and leasehold ground rents, and to let and grant leases and licences to and to make arrangements with lessees and tenants, and to acquire and grant easements and other rights and privileges and to acquire by purchase, subscription, exchange or otherwise and hold by way of investment any stocks, shares, debentures, debenture stocks, bonds, obligations or securities of any government, state or authority, or of any corporation or company wheresoever and howsoever incorporated or constituted.

(2)

- (B) To acquire by purchase, lease, exchange, hire or otherwise, land buildings and other property real or personal of any tenure or description, whether situate in England or elsewhere, and any estate or interest or any easements, rights, privileges or concessions whether connected with any such land buildings and other property or otherwise and to advance money on mortgage securities.
- (C) To develop any land or buildings acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, and by constructing, altering, pulling down, repairing, decorating, furnishing, fitting up, improving, and maintaining dwelling-houses, hotels, restaurants, flats, clubs, offices, warehouses, shops, and other buildings and conveniences of all kinds, and by planting, draining, farming, cultivating, letting on building lease or agreements, and by entering into contracts and arrangements of all kinds with builders contractors, tenants and others.
- (D) To manage land, buildings and other property, whether belonging to the Company or not, and to collect rents and incomes, and to supply to tenants and occupiers and others refreshments, meals, attendance, messengers, lifts and all heating and lighting conveniences.
- (E) To carry on business as proprietors of flats, offices, boarding houses or hotels, and as managers thereof, and to undertake and execute any trusts the undertaking of which may seem to the Company desirable.
- (F) To carry on any trade or business whatsoever which can in the opinion of the Directors be advantageously carried on by the Company in connection with or as auxiliary to the general business of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights or any property suitable for the purposes of the Company.

(3)

- (G) To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.
- (H) To acquire, undertake and carry on the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on or possess.
- (I) To enter into any arrangements with any Government or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (J) To apply for, or join in applying for, purchase or by other means acquire and protect, prolong and renew whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, registered designs, protections and concessions, which may appear likely to be advantageous or useful to the Company, 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 and testing and making researches, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (K) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise with any company, or with any other person within the United Kingdom or elsewhere, including in such case if thought fit the conferring of a participation in the management or its directorate, carrying on or engaged in any business or transaction capable of being conducted so as directly

(4)

or indirectly to benefit the Company, and to give to any such company or person special rights or privileges in connection with or control over this Company, and in particular the right to nominate one or more Directors of this Company.

- (L) To enter into any guarantee, contract of indemnity or suretyship whether by personal covenant or otherwise or by mortgage or charge on all or any part of the undertaking, property or assets (both present and future) of the Company and its uncalled capital and in particular (without prejudice to the generality of the foregoing) with or without consideration to guarantee or give security as aforesaid for the payment of any principal moneys, premiums, interest and other moneys secured by or payable under any obligations or securities, including particularly the obligations or securities of any company which is (within the meaning of Section 154 of the Companies Act, 1948) in relation to the Company a holding company or a subsidiary, or a subsidiary of any such holding company.
- (M) To promote any company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (N) To pay out of the funds of the Company all expenses incident to the formation, registration and advertising of or raising money for the Company, and the issue of its capital.
- (O) To lay out any land of the Company for building purposes and to build on, improve, let on building leases, advance money to persons building on, or otherwise develop the same, in such manner as may seem expedient to the Company's interest.
- (P) To receive money on deposit or loan upon such terms as the Company may approve.

(5)

- (Q) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (R) To lend money with or without security, but not to carry on the business of a registered money lender.
- (S) 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), including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (T) To remunerate any company for services rendered or to be rendered, in placing, or assisting to place, or guaranteeing the placing or procuring the underwriting of any of the shares or debentures, or other securities of the Company or of any company in which this Company may be interested or propose to be interested, or in or about the conduct of the business of the Company, whether by cash payment or by the allotment of shares or securities of the Company credited as paid up in full or in part, or otherwise.
- (U) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other obligations of any other company having objects altogether or in part similar to those of this Company.
- (V) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable and transferable instruments.
- (W) To sell, realise, vary and transpose any property or investments for the time being of the Company, to let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over the undertaking and all or any of the

(6)

property and assets for the time being of the Company, to create freehold and leasehold ground rents and chief rents and other interests, to make arrangements with tenants and others and generally to dispose of or turn to account all or any of the property and assets of the Company or any interest therein for such consideration as the Company shall think fit and, in particular, for shares whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether or in part similar to those of the Company, and to hold and retain any shares, debentures or securities so acquired (but so that nothing in this sub-clause contained shall authorise the Company to deal in property or investments).

(X) To adopt such means of making known the business of the Company as may seem expedient, and in particular by advertising in the Press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.

(Y) To support or subscribe to any charitable, benevolent or public object and any institution, society or club funds or trusts which may be for the benefit of the Company or its Directors, officers or employees, or the Directors, officers and employees of its predecessors in business, or of any subsidiary, allied or associated company, or may be connected with any town or place where the Company carries on business; to give or procure the grant of donations, pensions, gratuities, bonuses, benefits or emoluments to any person who may have served the Company or its predecessors in business, or any subsidiary allied or associated company or to the wives, children or other relatives or dependants of such persons; to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any Directors or officers or persons employed by the Company, or of or by its predecessors in business, or of or by any subsidiary,

(7)

allied or associated company, and to subsidise or assist any association of employers or employees, or any trade association.

- (Z) To obtain any Provisional Order, licence of the Board of Trade or Act of Parliament for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purposes which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (AA) To establish, grant and take up agencies in any part of the world, and to do all such other things as the Company may deem conducive to the carrying on of the Company's business, either as principals, or agents, and to remunerate any persons in connection with the establishment or granting of such agencies upon such terms and conditions as the Company may think fit.
- (BB) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others and to procure the Company to be registered or recognised in any foreign country or place.
- (CC) To distribute any of the property of the Company in specie among the shareholders.
- (DD) To amalgamate with any other company having objects altogether or in part similar to those of this Company.
- (EE) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause shall be deemed to include

any person or partnership or other body of persons whether domiciled in the United Kingdom or elsewhere, and words denoting the singular number only shall include the plural number and vice versa, and so that the objects specified in each paragraph of this clause shall be regarded as independent objects, and in no way limited by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

*5. The share capital of the Company is £100, divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

*On March, 1969 the share capital of the Company was £1,000, divided into 20,000 shares of 1/- each.

(9)

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Sub- scriber.
<p>TESSA MARIAN LITTLE, 64, Conway Road, Southgate, N.14. Secretary.</p> <p>MARGARET JANE CUMBERLEGE, 45, Arthur Road, Wimbledon, S.W.19. Secretary.</p>	<p>One</p> <p>One</p>

DATED this 15th day of March 1961.

WITNESS to the above signatures :-

MALCOLM JOHN GEE,
69, Old Oak Road,
London, W.3.

IT IS HEREBY CERTIFIED that this is a true copy of the
Memorandum of Association of the Company as altered by
Special Resolution passed 7th day of May 1969.

W. J. J. J.
Chairman

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum of Association

(As altered by Special Resolution passed on 7th May March, 1969)

OF

Murrayfield Real Estate (Second Dundee) Limited.

1. The name of the Company is "MURRAYFIELD REAL ESTATE (SECOND DUNDEE) LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (A) To purchase for investment land and houses and other property of any tenure and any interest therein, and to create freehold and leasehold ground rents, and to let and grant leases and licences to and to make arrangements with lessees and tenants, and to acquire and grant easements and other rights and privileges and to acquire by purchase, subscription, exchange or otherwise and hold by way of investment any stocks, shares, debentures, debenture stocks, bonds, obligations or securities of any government, state or authority, or of any corporation or company wheresoever and howsoever incorporated or constituted.



- (B) To acquire by purchase, lease, exchange, hire or otherwise, land buildings and other property real or personal of any tenure or description, whether situate in England or elsewhere, and any estate or interest or any easements, rights, privileges or concessions whether connected with any such land buildings and other property or otherwise and to advance money on mortgage securities.
- (C) To develop any land or buildings acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, and by constructing, altering, pulling down, repairing, decorating, furnishing, fitting up, improving, and maintaining dwelling-houses, hotels, restaurants, flats, clubs, offices, warehouses, shops, and other buildings and conveniences of all kinds, and by planting, draining, farming, cultivating, letting on building lease or agreements, and by entering into contracts and arrangements of all kinds with builders contractors, tenants and others.
- (D) To manage land, buildings and other property, whether belonging to the Company or not, and to collect rents and incomes, and to supply to tenants and occupiers and others refreshments, meals, attendance, messengers, lifts and all heating and lighting conveniences.
- (E) To carry on business as proprietors of flats, offices, boarding houses or hotels, and as managers thereof, and to undertake and execute any trusts the undertaking of which may seem to the Company desirable.
- (F) To carry on any trade or business whatsoever which can in the opinion of the Directors be advantageously carried on by the Company in connection with or as auxiliary to the general business of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights or any property suitable for the purposes of the Company.

(3)

- (G) To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.
- (H) To acquire, undertake and carry on the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on or possess.
- (I) To enter into any arrangements with any Government or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (J) To apply for, or join in applying for, purchase or by other means acquire and protect, prolong and renew whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, registered designs, protections and concessions, which may appear likely to be advantageous or useful to the Company, 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 and testing and making researches, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (K) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise with any company, or with any other person within the United Kingdom or elsewhere, including in such case if thought fit the conferring of a participation in the management or its directorate, carrying on or engaged in any business or transaction capable of being conducted so as directly

(1)

or indirectly to benefit the Company, and to give to any such company or person special rights or privileges in connection with or control over this Company, and in particular the right to nominate one or more Directors of this Company.

- (L) To enter into any guarantee, contract of indemnity or suretyship whether by personal covenant or otherwise or by mortgage or charge on all or any part of the undertaking, property or assets (both present and future) of the Company and its uncalled capital and in particular (without prejudice to the generality of the foregoing) with or without consideration to guarantee or give security as aforesaid for the payment of any principal moneys, premiums, interest and other moneys secured by or payable under any obligations or securities, including particularly the obligations or securities of any company which is (within the meaning of Section 154 of the Companies Act, 1948) in relation to the Company a holding company or a subsidiary, or a subsidiary of any such holding company.
- (M) To promote any company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (N) To pay out of the funds of the Company all expenses incident to the formation, registration and advertising of or raising money for the Company, and the issue of its capital.
- (O) To lay out any land of the Company for building purposes and to build on, improve, let on building leases, advance money to persons building on, or otherwise develop the same, in such manner as may seem expedient to the Company's interest.
- (P) To receive money on deposit or loan upon such terms as the Company may approve.

(5)

- (Q) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (R) To lend money with or without security, but not to carry on the business of a registered money lender.
- (S) 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), including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (T) To remunerate any company for services rendered or to be rendered, in placing, or assisting to place, or guaranteeing the placing or procuring the underwriting of any of the shares or debentures, or other securities of the Company or of any company in which this Company may be interested or propose to be interested, or in or about the conduct of the business of the Company, whether by cash payment or by the allotment of shares or securities of the Company credited as paid up in full or in part, or otherwise.
- (U) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other obligations of any other company having objects altogether or in part similar to those of this Company.
- (V) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable and transferable instruments.
- (W) To sell, realise, vary and transpose any property or investments for the time being of the Company, to let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over the undertaking and all or any of the

property and assets for the time being of the Company, to create freehold and leasehold ground rents and chief rents and other interests, to make arrangements with tenants and others and generally to dispose of or turn to account all or any of the property and assets of the Company or any interest therein for such consideration as the Company shall think fit and, in particular, for shares whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether or in part similar to those of the Company, and to hold and retain any shares, debentures or securities so acquired (but so that nothing in this sub-clause contained shall authorise the Company to deal in property or investments).

- (X) To adopt such means of making known the business of the Company as may seem expedient, and in particular by advertising in the Press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- (Y) To support or subscribe to any charitable, benevolent or public object and any institution, society or club funds or trusts which may be for the benefit of the Company or its Directors, officers or employees, or the Directors, officers and employees of its predecessors in business, or of any subsidiary, allied or associated company, or may be connected with any town or place where the Company carries on business; to give or procure the grant of donations, pensions, gratuities, bonuses, benefits or emoluments to any person who may have served the Company or its predecessors in business, or any subsidiary allied or associated company or to the wives, children or other relatives or dependants of such persons; to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any Directors or officers or persons employed by the Company, or of or by its predecessors in business, or of or by any subsidiary,

allied or associated company, and to subsidise or assist any association of employers or employees, or any trade association.

- (Z) To obtain any Provisional Order, licence of the Board of Trade or Act of Parliament for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purposes which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (AA) To establish, grant and take up agencies in any part of the world, and to do all such other things as the Company may deem conducive to the carrying on of the Company's business, either as principals, or agents, and to remunerate any persons in connection with the establishment or granting of such agencies upon such terms and conditions as the Company may think fit.
- (BB) To do all or any of the above things in any part of the world and as principals agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others and to procure the Company to be registered or recognised in any foreign country or place.
- (CC) To distribute any of the property of the Company in specie among the shareholders.
- (DD) To amalgamate with any other company having objects altogether or in part similar to those of this Company.
- (EE) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause shall be deemed to include

any person or partnership or other body of persons whether domiciled in the United Kingdom or elsewhere, and words denoting the singular number only shall include the plural number and vice versa, and so that the objects specified in each paragraph of this clause shall be regarded as independent objects, and in no way limited by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

*5. The share capital of the Company is £100, divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

*On March, 1969 the share capital of the Company was £1,000, divided into 20,000 shares of 1/- each.

(9)

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Sub- scriber.
TESSA MARIAN LITTLE, 64, Conway Road, Southgate, N.14. Secretary.	One
MARGARET JANE CUMPERLEGE, 45, Arthur Road, Wimbleton, S.W.19. Secretary.	One

DATED this 15th day of March 1961.

WITNESS to the above signatures :-

MALCOLM JOHN GEE,
69, Old Oak Road,
London, W.3.

THE COMPANIES ACTS 1948 to 1967

Notice of Place where Register of Members is kept or of any Change in that Place

(Pursuant to section 110 (3) of the Companies Act 1948)

Insert the
name of
the company

MURRAYFIELD REAL ESTATE (SECOND DUNDEE) LIMITED

Section 110 of the Companies Act 1948 provides that :—

* * * * *

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place :

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

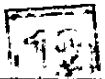
Presented by

Presenter's Reference RBM/ES

THE COMPANY

RAVENSEFT HOUSE, 80 NEW BOND STREET

LONDON W1Y 0RP



18 JUL 1972
OFFICE 42
Form No. 103
(No filing fee payable)

Notice of Place where Register of Members is kept or of any
Change in that Place.

To the REGISTRAR OF COMPANIES.

MURRAYFIELD REAL ESTATE (SECOND DUNDEE) LIMITED
hereby gives you notice, in accordance with subsection (3) of section 110
of the Companies Act 1948, that the register of members of the Company
is kept at Ravenseft House, 80 New Bond Street, London W1Y 0RP.

Signature _____

*(State whether
Director or Secretary)*

Director and Secretary

Dated the 13th *day of* July 19 72.

NOTE.—This Margin is reserved for binding and must not be written across.