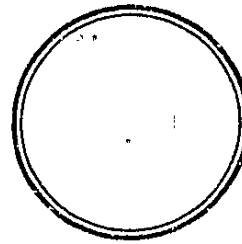


"THE COMPANIES ACT, 1948."



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

Declaration of Compliance

the requirements of the Companies Act, 1948, made pursuant to S. 15 (2) of the said
on behalf of a Company proposed to be registered as _____

CENTRAL AND McLEAN PROPERTIES LIMITED.

I Stanley Brindley

Heantun House, Salop Street, Wolverhampton

I do solemnly and sincerely declare that I am (*) A Solicitor engaged in the
formation _____

CENTRAL AND McLEAN PROPERTIES

Limited,

I do hereby declare 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.
I make this solemn Declaration conscientiously believing the same to be true and by
virtue of the provisions of the "Statutory Declarations Act, 1835."

I at Wolverhampton
County of Stafford
on the 22nd day of January
and nine hundred and sixty five
Witnessed, A. J. L. Smith Hilliard
A Commissioner for Oaths.

Handwritten signature: Brindley

Proposed for registration by _____

PRINTED AT: HOLBORN 3855 (3 lines).

TELEGRAMS: "DUNKERTYNN, ESTRAND, LONDON."

SHAW & BLAKE, LIMITED,

Company Registration Agents, Printers & Stationers,

8, Bell Yard, Temple Bar, London, W.C. 2

Handwritten notes and stamps at bottom right.

No. of Certificate 836029

Form No. 25.



Statement of the Nominal Capital

nade pursuant to s. 112 of the Stamp Act, 1891, as amended by the Finance Acts of 1899, 1920 and 1933. (NOTE.—The Stamp Duty on the Nominal Capital to be impressed above is Ten Shillings for every £100 or fraction of £100.)

THE NOMINAL CAPITAL OF.....

CENTRAL AND MCLEAN PROPERTIES

LIMITED,

is Five Thousand

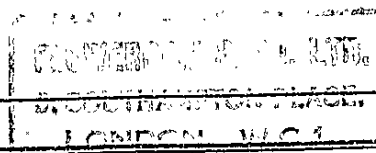
Pounds.

Signature.....

Description..... Solicitors engaged in the formation of
the Company
(State whether Director or Secretary)

Dated the 22nd day of January, 1965

Presented for registration by.....



TELEPHONE: HOLBORN 3855 (3 lines).

TELEGRAMS: "DUNTEYME, ESTEAD, LONDON."

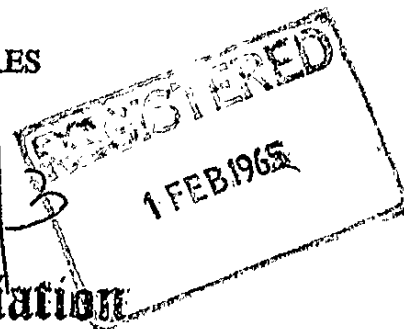
SHAW & BLAKE, LIMITED,
Company Registration Agents, Printers & Stationers,
8, Bell Yard, Temple Bar, London, W.C.2

THE COMPANIES ACT, 1948



COMPANY LIMITED BY SHARES

836029



Memorandum of Association

- O F -

CENTRAL AND McLEAN PROPERTIES LIMITED

1. The name of the Company is "CENTRAL AND McLEAN PROPERTIES 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, take on lease, or in exchange, or otherwise acquire any lands and buildings in Great Britain or elsewhere, and any estate or interest in, and any rights connected with, any such lands and buildings to develop and turn to account any land acquired by the Company or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up, and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others, and to carry on all or any of the following businesses, namely, builders and contractors, decorators, merchants and dealers in stone, sand, lime, bricks, timber, hardware, and other building requisites, brick and tile and terra-cotta makers, jobmasters, carriers, licensed victuallers, and house agents.

- (B) TO construct, maintain, improve, develop, work, control, and manage any waterworks, gasworks, reservoirs, roads, tramways, electric power, heat and light supply works, telephone works, hotels, clubs, restaurants, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies, and other works and conveniences which the Company may think directly or indirectly conducive to these objects, and to contribute or otherwise assist or take part in the construction, maintenance, development, working, control, and management thereof.
- (C) TO carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (D) TO purchase, take on lease hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real and personal property of any kind which may be necessary for, or may be conveniently used with or may enhance the value of any other property of the Company.
- (E) TO build, construct, maintain, alter, enlarge, pull down, and remove, or replace any buildings of any kind whatsoever, and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid and to work, manage, and control the same or join with others in so doing.
- (F) TO acquire and 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 businesses which this 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, amalgamate with, or enter into any arrangement for sharing profits, or for co-operation or for limiting competition, or for mutual assistance with 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.

- (G) TO improve, manage, cultivate, develop, exchange, let on lease, or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any of the property and rights of the Company.
- (H) 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.
- (I) TO lend and advance money or give credit to such persons and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such person.
- (J) TO borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (K) TO draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (L) TO subscribe for, take, purchase, or otherwise acquire and hold shares or other interest in or securities of any other Company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted, so as directly or indirectly to benefit this Company.
- (M) TO act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of Agents, brokers, sub-contractors, or others.
- (N) TO remunerate any person, firm or company rendering services to this Company, whether

by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part, or otherwise.

- (O) TO pay all or any expenses incurred in connection with the formation, promotion, 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, debentures, debenture stock, or securities of this Company.
- (P) TO support and subscribe, to any charitable or public object, and any institution, society or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person or persons who may have served the Company, or to wives, children, or other relatives of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company.
- (Q) TO promote any other company for the purpose of acquiring all or any of the property and undertaking or any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this 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.
- (R) TO sell or otherwise dispose of the whole or any part of the undertaking 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.
- (S) TO distribute among members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (T) TO do all such other things as may be deemed

incidental or conducive to the attainment of the above objects or any of them.

4. The Liability of the Members is limited. ✓

5. The Share Capital of the Company is FIVE THOUSAND POUNDS divided into Five Thousand shares of One pound 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. ✓

WE the several persons whose Names, Addresses and descriptions 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
<i>Stanley Brindley</i> <i>Heanton House</i> <i>Salop Street</i> <i>Wolverhampton</i> <i>Solicitor</i>	<i>One</i>
<i>Nigel Arthur Robson:</i> <i>7 Richmond Road</i> <i>Wolverhampton</i> <i>Legal Executive</i>	<i>One</i>

DATED the *22nd* day of *January*, 1965.
WITNESS to the above Signatures :-

J. H. Braysshaw,
5, Newbridge Gardens,
Wolverhampton.
Secretary

836029 / 4

THE COMPANIES ACT, 1948



COMPANY LIMITED BY SHARES

Articles of Association

REGISTERED
1 FEB 1965

- O F -

CENTRAL AND McLEAN PROPERTIES LIMITED

PRELIMINARY.

1. Subject as hereinafter provided, the regulations in Table "A" (Part I) in the First Schedule to the Companies Act 1948 shall apply to the Company, and such Table is hereinafter referred to as Table "A".

2. The Company is registered as a Private Company within the meaning of Section 28 of the Companies Act 1948, which is hereinafter referred to as "the Act", and accordingly :-

- (A) The right to transfer Shares is restricted in manner hereinafter provided.
- (B) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of that employment to be, Members of the Company) is limited to fifty. Provided that where two or more persons hold one or more shares in the Company jointly, they shall, for the purpose of this Article, be treated as a single person.
- (C) Any invitation to the Public to subscribe for any Shares or Debentures of the Company is prohibited.

- (D) The Company shall not have power to issue share warrants to bearer.

SHARES.

3. The Share capital of the Company is £5,000 divided into 2,450 "A" Shares of £1 each, 2,450 "B" Shares of £1 each and 100 "C" Shares of £1 each. The shares of such respective classes shall rank *pari passu* in all respects inter se save as expressly hereinafter provided. Subject to the provisions of Clause 2 hereof the Shares of the Company shall be allotted by the Directors to such persons at such times and upon such terms and conditions and either at a premium or at par as they think fit, and with full power to give to any person the call of any Shares either at par or at a premium during such time and for such consideration as the Directors think fit.

4. In Clause 15 of Table "A" the words "provided that no call shall exceed one fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

5. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of Shares, whether fully paid or not.

CONVERSION OF SHARES INTO STOCK.

6. Clauses 40 to 43 inclusive of Table "A" shall not apply.

GENERAL MEETINGS.

7. In Clause 49 of Table "A" the words "one Member" shall be substituted for the words "two Members".

PROCEEDINGS AT GENERAL MEETINGS.

8. Two Members present in person or by proxy shall form a quorum and Clause 53 of Table "A" shall be modified accordingly.

9. One Member present in person or by proxy may demand a poll and Clause 58 of Table "A" shall be deemed to be altered and modified accordingly.

10. Subject to the provisions of the Act a Resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being

corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held and such Resolution may consist of more than one document in like form.

DIRECTORS.

11. (A) The number of Directors shall not exceed six but need not exceed one. The names of the first Directors shall be determined in writing by the Subscribers of the Memorandum of Association, and shall consist of not more than three persons who shall be designated as and deemed to be Directors appointed by the "A" Shareholders pursuant to the following sub-paragraphs and an equal number of persons who shall be designated as and deemed to be appointed by the "B" Shareholders pursuant to the said sub-paragraphs.

(B) The holders of a majority of the "A" Shares shall be entitled from time to time by notice in writing to the Company to appoint any person to be a Director but so that no more than three persons shall at any time hold office by virtue of appointment under such power. In addition to the provisions of Article 13, the holders of a majority of the "A" Shares may by like notice remove any person appointed by them. The holders of a majority of the "B" Shares shall have a like right.

(C) The Chairman of the Company shall be appointed from and nominated by the Directors for the time being appointed by the holders of the "A" Shares and any Managing Director of the Company shall be appointed from and nominated by the Directors for the time being appointed by the holders of the "B" Shares.

POWERS AND DUTIES OF DIRECTORS.

12. Clause 79 of Table "A" shall not apply, and the following Clause shall be substituted therefor:-

79. The Directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money for the purposes of the Company's business and may mortgage or charge the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital, and may issue debentures, debenture stock, mortgages or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DISQUALIFICATION OF DIRECTORS.

13. Clause 77 of Table A shall not apply and there shall be no shareholding qualification for Directors.

14. Clause 88 of Table "A" shall not apply, and the following Clause shall be substituted therefor:-

88. The office of Director shall be vacated if the Director :-

(A) Becomes bankrupt or suspends payment or compounds with his creditors.

(B) Becomes prohibited from being a Director by reason of any Order made under Section 188 of the Companies Act 1948.

(C) Is found lunatic or becomes of unsound mind.

(D) Is absent from Directors' meetings for six calendar months without reasonable excuse and without the consent of the other Directors and they resolve that he vacate office.

(E) Resigns his office by notice in writing to the Company.

ROTATION OF DIRECTORS.

15. In Clause 89 of Table "A" the words "all the Directors shall retire from office" shall be deleted.

PROCEEDINGS OF DIRECTORS.

16. Clause 106 of Table "A" shall not apply, and the following Clause shall be substituted therefor:-

106. A Resolution determined on without any meeting of Directors and evidenced by writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors, or all the members of a Committee, shall be as valid and effectual as a resolution duly passed at a meeting of the Directors or of such Committee, as the case may be, and such Resolution may consist of more than one document in like form.

ALTERNATE DIRECTORS.

17. Any Director may by notice in writing to the Company appoint any person to be an alternate Director for him. An alternate Director shall (subject to his

giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of meetings of the Directors and of any committee of the Directors of which his principal is a member and to attend and vote as a Director and be counted in the quorum at any such meeting at which his principal is not personally present and generally at such meeting to perform all functions of his principal as a Director. Every alternate Director shall also be entitled in the absence from the United Kingdom of his principal to sign on his behalf a resolution in writing of the Directors pursuant to Article 15 hereof. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

INDEMNITY.

18. Every Director, Managing Director, Agent, Auditor, Secretary and 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 referred to in Section 205 of the Companies Act, 1948) which he may sanction or incur in or about the execution of his duties of 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. This Article shall only have effect so far as its provisions are not avoided by the said Section.

ALTERATION OF CAPITAL.

19. A special resolution shall be required to increase the share capital of the Company and Clause 44 of Table "A" shall be modified accordingly. A special resolution shall also be required for the matters referred to in Clause 45 of Table "A".

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Stanley Brindley ✓
Heanton Run
Lalep Street
Wolverhampton
Solicitor

Nigel Arthur Robson ✓
7 Richmond Road
Wolverhampton
Legal Executive.

DATED the 22nd day of January, 1965.

WITNESS to the above Signatures :-

J. W. Brayshaw, ✓
5, Newbridge Garden,
Wolverhampton
Secretary.

DUPLICATE FOR THE FILE

No. 836029



Certificate of Incorporation

I Hereby Certify that

CENTRAL AND MCLEAN PROPERTIES LIMITED

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

Given under my hand at London this FIRST DAY OF FEBRUARY
ONE THOUSAND NINE HUNDRED AND SIXTY FIVE.

L.S. Whitfield

Assistant Registrar of Companies.

Certificate
received by

Howard & Co Ltd

Date *1st February 1965*