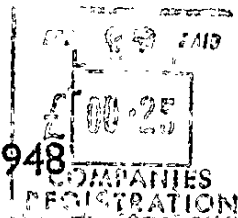


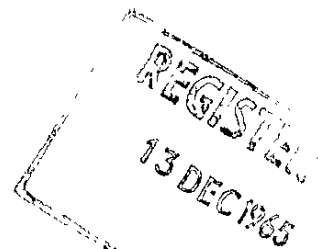
NO. OF COMPANY.....

866317



[C.F. 41]

THE COMPANIES ACT, 1948



Declaration of Compliance with the requirements of the Companies Act, 1948, on application for Registration of a Company.

Pursuant to Section 15 (2)
(SEE FOOTNOTE)

NAME OF COMPANY METROPOLITAN PROPERTIES Co. (F.G.C.) LIMITED. ✓

I, SIDNEY FELDMAN
of 13, CLIFTON GARDENS, LONDON, N.15

do solemnly and sincerely declare that I am a person named in the Articles of Association as a Secretary, Co.

of METROPOLITAN PROPERTIES (F.G.C.) ✓ (15) 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.

Signed at 6 A. Madelon Street
London W.1

S. Feldman

7th day of December

thousand nine hundred and sixty five

me,

Alan Blagman

A Commissioner for Oaths

NOTE

Section 15 of The Companies Act, 1948.

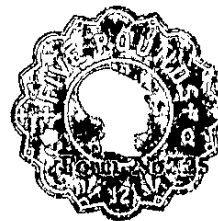
(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the business of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such Declaration as sufficient evidence of compliance.

Filed by CITY & DOMINION REGISTRARS LIMITED,
177, REGENT STREET,

No. of Company

866347



Handwritten notes: 'f2', 'ced', 'Gib'.

Metropolitan Properties Co (F.G.C.)
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 Metropolitan Properties
Co (F.G.C.) Limited,

is £ 1000 , divided into 1000 shares of £1 each

Signature S. Aldman

Description Secretary

Date 7th December 1965.

Presented by

CITY & DOMINION REGISTRARS LIMITED
17, REGENT STREET,
LONDON, W.1.

9 DEC 1965



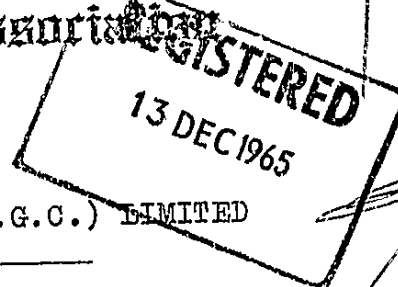
COMPANY LIMITED BY SHARES.

866347/3

Memorandum of Association

OF

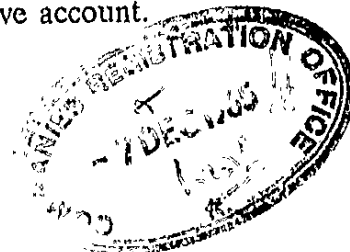
METROPOLITAN PROPERTIES ^{Co.} (F.G.C.) LIMITED



1. The name of the Company is "METROPOLITAN PROPERTIES CO. (F.G.C.) 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, licence, or otherwise, such lands, buildings, leases, underleases, rights, privileges, stocks, shares and debentures in public or private Companies, corporate or unincorporate, policies of insurance and such other property, real or personal, and rights and interest in property as the Company shall deem fit, but so that the Company shall not have the power to deal or traffic in lands, buildings, leases, underleases, stocks, shares, debentures, policies of life assurance or other of its property real or personal 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 realise all or any part of its property or assets the Company shall have power to do so, but any surpluses or deficiencies arising on or from such 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 reserve account.



2

(B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(C) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant, and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

(D) To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

(E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock (whether perpetual or not) 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 undertaking property and assets of the Company, both present and future, including its uncalled capital.

(F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company or corporation having objects wholly or in part similar to the objects of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.

(H) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in

5

or upon such investments and securities and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.

(J) To lend money or give credit to such persons firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.

(K) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other Company.

(L) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(M) To establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or of any subsidiary, allied or associated company or the families, dependents or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.

(N) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.

(O) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(P) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

(Q) To remunerate any person firm or company rendering services to the Company in such manner as may be thought expedient.

W

(R) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

(S) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(T) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.

(U) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.



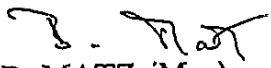

(V) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that in the construction of this clause each sub-clause shall be construed independent of the other sub-clauses hereof and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the Members is limited. ✓
5. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each. ✓
6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting return of capital or otherwise as the Company may from time to time determine, Subject to the provisions of Section 72 of the Companies Act, 1948, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

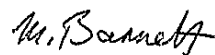
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WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set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

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber. (in words).
 S. FELDMAN, 13, Clifton Gardens, London, N.15. Company Director.	 One
 B. MATZ (Mrs.), 149, Hanover Road, London, N.W.10. Company Director.	 One

DATED the 7th day of December 19 65

WITNESS to the above Signatures:—



M. BARNETT (Miss),
77, Elm Park Avenue,
London, N.15.
Registrar's Assistant

866347 / 4

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES.



Articles of Association

OF

METROPOLITAN PROPERTIES (F.G.C.) LIMITED

PRELIMINARY

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act, 1948 (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.
2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet:— 24, 53, 58, 60, 75, 79, 84(2), 84(4), 89, 90, 91, 92 and 93.

PRIVATE COMPANY

3. The Company is a Private Company within the meaning of the Act.

SHARES

4. The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine, but so that, except as provided by the Statutes, no shares shall be issued at a discount.

LIEN

5. The lien conferred by Clause 11 of Part I of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER OF SHARES

6. Clause 3 of Part II of Table "A" shall not apply to any transfer to a person who is already a member of the Company.

7. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, subject to Clause 3 of Part II of Table "A", dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

PROCEEDINGS AT GENERAL MEETINGS

8. 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 any member present in person or by proxy. Unless a poll be 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 and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

DIRECTORS

9. The number of Directors shall not be less than one nor more than five. The first Directors shall be determined by the Subscribers of the Memorandum of Association.
10. A person may be appointed a Director notwithstanding that he shall have attained the age of seventy years and no Director shall be liable to vacate office by reason of his attaining that or any other age.
11. Subject to the provisions of Section 199 of the Act, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS

12. 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

2/

not, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

ALTERNATE DIRECTOR

13. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

INDEMNITY

14. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A", every Director, officer, or official of the Company, shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

SECRETARY

15. The first Secretary of the Company shall be Sidney Feldman. ✓

Names, Addresses and Descriptions of Subscribers	
S. FELDMAN, 13, Clifton Gardens, London, N.15. Company Director.	<i>S. Feldman</i>
B. MATZ (Mrs.), 149, Hanover Road, London, N.W.10. Company Director.	<i>B. Matz</i>

DATED the 7th day of December 19 65 ✓

WITNESS to the above Signatures:-- *M. Barnett*

M. BARNETT (Miss),
77, Elm Park Avenue,
London, N.15.
Registrar's Assistant

DUPLICATE FOR THE FILE.

No. 866347



Certificate of Incorporation

I Hereby Certify that

METROPOLITAN PROPERTIES CO. (F.G.C.) LIMITED

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

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

L.S. Whitfield

Assistant Registrar of Companies.

Certificate
received by }

Date W. 13 DEC 1965

X1074

No. of Company: 866347

19
THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES.

SPECIAL RESOLUTION

-OF-

METROPOLITAN PROPERTIES CO. (F.G.C.) LIMITED.

Passed the 28th day of June, 1966.

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened, and held on the 28th day of June, 1966, the following Resolution was duly passed as a Special Resolution:-

That the Memorandum of Association of the Company be altered by adding at the end of Clause 3 (E) the following words: "and to charge any properties or property of the Company in support of any guarantee or to secure the debts or obligations contracts or engagements of any other company or person".

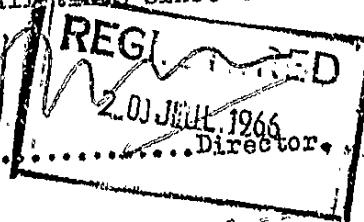
Chairman.

We certify that, to the best of our knowledge and belief, the conditions mentioned in subsection (2) of section one hundred and twenty nine of the Companies Act, 1948, are satisfied at the date of this return and have been satisfied at all times since the 13th day of December, 1965.

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Signed.....



Director.

Signed.....

Secretary.

COMPANY LIMITED BY SHARES.

REGISTERED

29 JUL 1966

Memorandum of Association

OF

METROPOLITAN PROPERTIES CO. (F.G.C.) LIMITED

As amended By Special Resolution passed the 28th day of June 1966)

1. The name of the Company is "METROPOLITAN PROPERTIES CO. (F.G.C.) 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, licence, or otherwise, such lands, buildings, leases, underleases, rights, privileges, stocks, shares and debentures in public or private Companies, corporate or unincorporate, policies of insurance and such other property, real or personal, and rights and interest in property as the Company shall deem fit, but so that the Company shall not have the power to deal or traffic in lands, buildings, leases, underleases, stocks, shares, debentures, policies of life assurance or other of its property real or personal 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 realise all or any part of its property or assets the Company shall have power to do so, but any surpluses or deficiencies arising on or from such 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 reserve account.



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29 JUL 1966

D.F.
(B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(C) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant, and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

(D) To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

D.F.
(E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock (whether perpetual or not) 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 undertaking property and assets of the Company, both present and future, including its uncalled capital, and to charge any properties or property of the Company in support of any guarantee or to secure the debts or obligations contracts or engagements of any other company or person.

D.F.
(F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company or corporation having objects wholly or in part similar to the objects of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.

(H) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in

or upon such investments and securities and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities. ✓

(J) ~~To~~ lend money or give credit to such persons firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies. ✓

(K) ~~To~~ enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other Company. ✓

(L) ~~To~~ enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company. ✓

(M) ~~To~~ establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or of any subsidiary, allied or associated company or the families, dependents or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects. ✓

(N) ~~To~~ sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.

(O) ~~To~~ promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company. ✓

(P) ~~To~~ pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company. ✓

(Q) ~~To~~ remunerate any person firm or company rendering services to the Company in such manner as may be thought expedient. ✓

(R) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments. /

(S) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law. /

(T) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired. /

(U) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise. /

(V) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them. /

It is hereby declared that in the construction of this clause each sub-clause shall be construed independent of the other sub-clauses hereof and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause. /

4. The liability of the Members is limited. /
5. The share capital of the Company is £1000 divided into 1000 shares of £1 each.
6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting return of capital or otherwise as the Company may from time to time determine, Subject to the provisions of Section 72 of the Companies Act, 1948, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association. /

This is to certify that this is a true copy of the Memorandum by Special Resolution passed the 28th, day of June 1966.

Director.

Certified that amendment slip is printed by letterpress process.

Director.

Company No: 866347

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

-of-

METROPOLITAN PROPERTIES CO. (F.G.C.) LIMITED

Passed the 1st day of August 1974

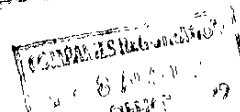
At an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company at which all the Members of the Company were present and unanimously agreed to waive the statutory provisions as to notice held at 162 Shaftesbury Avenue, London, WC2H 8HR on the 1st day of August 1974 the following Resolutions were proposed and passed as SPECIAL RESOLUTIONS:-

- (A) That the objects of the Company be extended so as to include power to guarantee support or secure either with or without consideration the payment of any debentures, debenture stock, bonds, mortgages, moneys or shares or ther performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all accounts and by way of security for any other company or person.
- (B) That the Memorandum of the Company be altered accordingly by inserting a new sub-clause 3 (JJ) as follows:-

"3 (JJ) To guarantee support or secure either with or without consideration the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or ther performance of contracts or engagements of any other company or person, and in particular (but without prejudice to the generality of the foregoing) of any company which is, for the time being, the company's holding company as defined by Section 154 of the Companies Act 1948 or another subsidiary, as defined by the said section of the company's holding company or otherwise associated with the company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without consideration to mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collateral or further to secure any securities of the Company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company."



Chairman.



IN THE HIGH COURT OF JUSTICE

No. 002680 of 1974

CHANCERY DIVISION

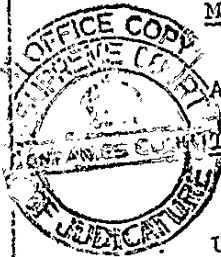
GROUP A

MR. REGISTRAR BERKELEY

Friday the 15th day of November 1974

In the Matter of

METROPOLITAN PROPERTIES CO. (F.G.C.) LIMITED



AND In the Matter of

THE COMPANIES ACT 1948

Upon the Application by Originating Summons dated the 31st October 1974 of the Anglo-Portuguese Bank Limited whose registered office is at 7 Bishopsgate, London E.C.2

AND UPON HEARING Counsel on the 13th November 1974 for the Applicant and no-one appearing for or on behalf of the above-named Metropolitan Properties Co. (F.G.C.) Limited (hereinafter called "the Company") (the Respondent) although it has been duly served with the said Originating Summons as by Affidavit appears.

NOTE:

Affidavit
of John
James
O'Brien
(as to
service)
filed
the 21st
November
1974.

AND UPON READING the said Originating Summons the Affidavit

of John James O'Brien filed this day and the Exhibit therein
to
referred/(being the Deed hereinafter mentioned)

And the Applicant by its Counsel undertaking that in the case of a resolution for the winding up of the Company becoming effective on or before the 13th December 1974 or a petition for the winding up of the Company being presented on or before the said 13th December 1974 on which an Order for Winding up shall be made and in case the Company by its Liquidator or any other unsecured Creditor of the Company shall within 28 days after the commencement of such Voluntary Winding up or the date of such Order (whichever shall be the later) apply to

2
this Court to discharge this Order then the Applicant will submit to the jurisdiction of this Court and will abide by any Order that the Court may make (in case of the discharge of this present Order) for rectification of the Register of Charges of the Company kept by the Registrar of Companies by the removal therefrom of any registration effected under this present Order.

AND THE COURT being satisfied that the omission to deliver to the Registrar of Companies pursuant to Section 95 of the above-mentioned Act, the Deed hereinafter mentioned together with the prescribed Particulars thereof was due to inadvertence and that it is just and equitable to grant relief Doth pursuant to Section 101 of the said Act Order that the time for delivering to the Registrar of Companies for Registration the Deed made the 24th September 1974 between Tricorn Shop Centre Limited of the first part Metropolitan Properties Co. (Colman) Limited of the second part Montrose & Clarendon Properties Limited, North West London Estate Company Limited, North West London Estates Development Limited, Aldebar Company Limited, Bonsite Company Limited, A. & B. Rudge Limited, Quoted Securities Limited and Saltdean Properties Limited of the third part, Osias Meyer Freshwater and Benzion Schalom Eliezer Freshwater of the fourth part, the Company of the fifth part and the Applicant of the sixth part (whereby the Company charged ALL THAT leasehold property known as 1-18 Denison Close, 19-48 Denison Close, 49-60 Denison Close, 177-139 (odd numbers) Ossulton Way, 130, 132, 132a, 132b, 134, 134a, 134b, 136, 138, 140, 140a, 140b, 142, 142a, 142b, 144, 144a, 144b, 144c, 144d, 144e, 144f, 144g, 144h, 144i, 144j, 144k, 144l, 144m, 144n, 144o, 144p, 144q, 144r, 144s, 144t, 144u, 144v, 144w, 144x, 144y, 144z, 145, 145a, 145b, 145c, 145d, 145e, 145f, 145g, 145h, 145i, 145j, 145k, 145l, 145m, 145n, 145o, 145p, 145q, 145r, 145s, 145t, 145u, 145v, 145w, 145x, 145y, 145z, 146, 146a, 146b, 146c, 146d, 146e, 146f, 146g, 146h, 146i, 146j, 146k, 146l, 146m, 146n, 146o, 146p, 146q, 146r, 146s, 146t, 146u, 146v, 146w, 146x, 146y, 146z, 147, 147a, 147b, 147c, 147d, 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AND IT IS ORDERED that the Applicant do deliver an Office Copy of this Order to the Registrar of Companies.

MB.
REGR.
M

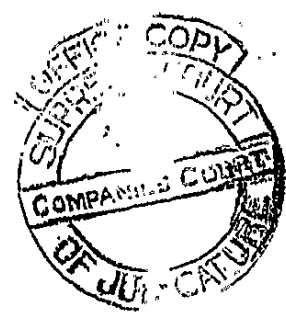
AND this Order is without prejudice to the rights of any person acquired during the period between the date of the creation of the said Deed and the date of its actual registration.

AND IT IS ORDERED that the Company or any unsecured Creditor of the Company be at liberty to apply to discharge this Order within 28 days after (1) the commencement of the voluntary Winding up of the Company becoming effective on or before the said 13th December 1974 or (2) any Order made for the Winding up of the Company on any petition presented on or before the said 13th December 1974.

MB.
REGR.

MAURICE BERKELEY

REGISTRAR



IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

GROUP A

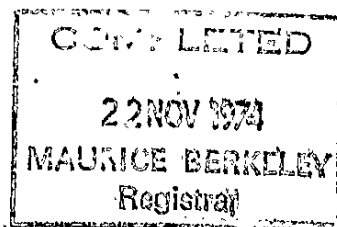
In the Matter of

METROPOLITAN PROPERTIES CO.
(F.G.C.) LIMITED

AND In the Matter of

THE COMPANIES ACT 1948

ORDER EXTENDING TIME FOR REGISTRATION
OF A CHARGE



Palmer & Co.
44 Bedford Square
London W.C.1

tel. 580/7091
Ref: 55/72826

Company No. 866347

The Companies Act 1985 to 1989

Company Limited by Shares

SPECIAL RESOLUTION

of

METROPOLITAN PROPERTIES CO. (F.G.C.) LIMITED

passed 4th November 1991

At an Extraordinary General Meeting of the above-named Company duly convened and held at Freshwater House, 158-162 Shaftesbury Avenue, London WC2H 8HR on 4th November 1991 the following resolution was passed as a Special Resolution:-

RESOLUTION

"THAT Clause 3(A) of the Memorandum of Association of the Company be and is hereby amended by the deletion therefrom of the words 'but any surpluses or deficiencies arising on or from such 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 reserve account'".


CHAIRMAN.

