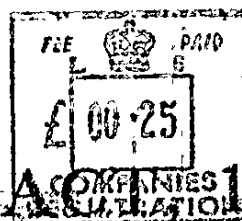


No. of
Company)

875470



THE COMPANIES ACT 1948.

29 MAR 1966



A 5/-
Companies
Registration
Fee Stamp
must be
inserted
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

HOLLOWAY & SACKVILLE PROPERTIES

Limited.

PREPARED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES STATIONERS AND REGISTRATION AGENTS,

83 & 85, LONDON WALL, LONDON, E.C.2;

107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1.

Presented by Travers Smith, Braithwaite & Co.,4, Throgmorton Avenue, London, E.C.2.

[1.]

18 MAR 1966



I ROGER HARRY VERNON DIXON

of 4, Throgmorton Avenue, London, E.C.2.

(a) "A Solicitor of
the Supreme Court (or
in Scotland a Solicitor)
engaged in the forma-
tion."

or
"A Person named in
the Articles of Asso-
ciation as a Director
or Secretary."

Do solemnly and sincerely declare that I am ^(a) a Solicitor of the
Supreme Court engaged in the formation

of HOLLOWAY & SACKVILLE PROPERTIES
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 17 Throgmorton Avenue in the *

City of London

the 18th day of March

one thousand nine hundred and sixty six

Before me,

[Signature]
*A Commissioner for Oaths.

~~Notary Public~~

~~Justice of the Peace~~

* Delete as
necessary.

Lawrence

No. of Company

875470/2.

10/1000
REGISTERED

29 MAR 1966

Form 25.



HOLLOWAY SACKVILLE PROPERTIES 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.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.3;

107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 103, THE MEADOW, LEEDS, 1.

Presented by

Travers Smith, Braithwaite & Co.,

4, Throgmorton Avenue,

LONDON. E.C.2.

[C.A.30]



19
Limited

Townsend Barker

~~State whether Director or Secretary.~~



No.

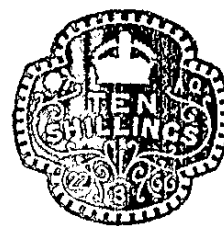


Certificate of Incorporation

I HEREBY CERTIFY, that HOLLOWAY SACKVILLE PROPERTIES LIMITED is this day Incorporated under the Companies Act, 1948, and that the Company is LIMITED.

GIVEN under my hand at London, this day of March One thousand nine hundred and sixty-six.

Registrar of Companies.



1

THE COMPANIES ACT, 1948

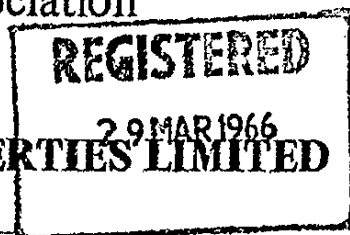
875470 3

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

HOLLOWAY SACKVILLE PROPERTIES LIMITED



1. The name of the Company is "HOLLOWAY SACKVILLE 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 acquire by purchase, lease, concession, grant, licence or otherwise, such lands, buildings, leases, underleases, rights, privileges, stock, shares, debentures and securities in (or issued by) companies, corporations, undertakings, unincorporate bodies, governments, sovereigns, commissioners, trusts, local and other authorities and the like, policies of insurance and other property real or personal and rights and interests in property as the Company shall deem fit, but so that (notwithstanding any contrary provisions in the other paragraphs of this Clause) the Company shall not have the power to deal or traffic in the said lands, buildings, leases, underleases, rights, privileges, stock, shares, debentures, securities, policies of insurance or other of its property real or personal as aforesaid, but may acquire the same for the 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 said investments 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 may be charged against the Capital Reserve of the Company.
 - (b) To facilitate and encourage the creation, issue, or conversion of debentures, debenture stocks, bonds, obligations, shares, stocks and securities, and to act as trustees in connection with any such securities, and to take part in the conversion of business concerns and undertakings into companies ; to constitute any trusts with a view to the issue of preferred and/or deferred or any other special stocks or securities based on or representing any shares stocks or other assets specifically appropriated for the purposes of any such trusts, and to settle and regulate and, if thought fit, to undertake and execute any such trusts and to issue, dispose of, or hold any such preferred, deferred, or other special stocks or securities.
 - (c) To carry on any other trade or business whatsoever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.



- (D) To take part in the formation, management, supervision, or control of the business or operations of any company or undertaking, and for that purpose to appoint and remunerate any directors, accountants, or other experts or agents.
- (E) To purchase or by other means acquire and protect, prolong, extend and renew whether in the United Kingdom or elsewhere any copyrights, patents, patent rights, trade marks, designs, rights of production, rights of publication or other rights, *brevets d'invention* and licences 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 upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (F) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, shops, factories, offices, works, machinery, engines 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.
- (G) 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 or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.
- (H) To promote any other company or companies for the purpose of its or their acquiring all or any of the property and rights and undertaking 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 the property or business of this Company and to pay all the expenses of or incidental to such promotion.
- (I) 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.
- (J) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (K) To lend money to persons or companies on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of contracts by any such persons; to guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds.
- (L) 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 or raised by mortgage.

charge or lien upon the undertaking and 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.



- (M) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- (N) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- (O) To subscribe for, take, purchase or otherwise acquire and hold any 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.
- (P) To act as agents or brokers (other than stock or share brokers or dealers) 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.
- (Q) To remunerate any person, firm or company, rendering service to the 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.
- (R) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company and the issue of its capital including brokerage and commission for obtaining application for or taking, placing or underwriting shares, debentures or debenture stock.
- (S) To enter into any arrangement with any government or authority supreme, municipal, local or otherwise and to obtain from any such government or authority any rights, concessions or privileges that may seem conducive to the attainment of the Company's objects or any of them.
- (T) To establish and maintain or procure the establishment and maintenance of, or to participate or join in, any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (u) To distribute among the Members of the Company in kind any of the 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.
- (v) To carry out all or any of the foregoing objects as Principals or Agents or in partnership, co-operation or conjunction with any other person, firm, association or company and in any part of the world, and to procure the Company to be registered or recognised in any country or place.
- (w) To do all such other things as may be incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that the word "company" save where used in reference to this 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 preceding sub-clauses shall be construed independently of and shall be in no way limited by reference to any other sub-clause and that the objects set out in each sub-clause are independent objects of the Company.

- 4. The liability of the members is limited.
- 5. The Share Capital of the Company is £100, divided into 400 shares of 5s. each.

WE, the sever. 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.
 4, Throgmorton Avenue, London, E.C.2. Solicitor.	One
 4, Throgmorton Avenue, London, E.C.2. Solicitor. Married woman.	One

DATED the 18th day of March, 1966.

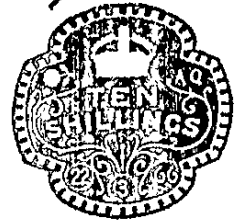
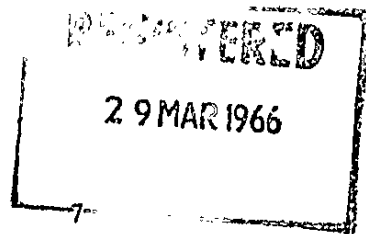
WITNESS to the above Signatures :—

C. J. S. Bidwell

4, Throgmorton Avenue,

London, E.C.2.

Articled Clerk.



THE COMPANIES ACT, 1948

875470 / 4

COMPANY LIMITED BY SHARES

Articles of Association OF HOLLOWAY SACKVILLE PROPERTIES LIMITED

PRELIMINARY

1. The Company is a Private Company within the meaning of the Companies Act, 1948, and the Regulations contained in Part I and Part II of Table A in the First Schedule to the Act (hereinafter called "Table A") shall apply to the Company, save in so far as they are excluded or varied hereby. The Clauses of Part I of Table A numbered 24, 53, 75 and 79 shall not apply to the Company, and in lieu thereof, and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

SHARES

2. The Share Capital of the Company is £100, divided into 400 shares of 5s. each.
3. Subject to the provisions of any agreement binding on the Company, and in case of shares other than those constituting the original Capital of the Company subject to any directions contained in the Resolution of the Company creating the same, the shares of the Company, whether forming part of the original Capital of the Company or subsequently created, shall be under the control of the Directors who may allot and dispose of or grant options over them to such persons and on such terms as the Directors think fit.
4. The Directors may decline to register the transfer of a share to a person of whom they shall not approve, and they may also decline to register the transfer of a share on which the Company has a lien.

BORROWING POWERS

5. The Directors may exercise all the powers of the Company to borrow money, 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.

DIRECTORS

6. Until otherwise determined by the Company in General Meeting the number of Directors (excluding alternate Directors) may be any number not exceeding six or less than two. The first Directors of the Company shall be appointed in writing by the subscribers to these presents.

7. No person shall be disqualified from being or becoming a Director of the Company by reason of his attaining or having attained the age of 70 years or any other age.

ALTERNATE DIRECTORS

8. A Director other than a sole Director who for any reason considers that he is unlikely to be able to attend meetings of the Board of Directors may, with the approval of the other Directors, by writing appoint any person to be an alternate Director in his place for a period not exceeding six months on any one occasion. The person so appointed shall not be required to hold any qualification share, and shall be entitled to receive notices of and to attend and vote at meetings of the Board, and shall automatically vacate his office on the expiration of the term for or the happening of the event until which he is by the terms of his appointment to hold office or if the appointor in writing revokes the appointment or himself ceases for any reason to hold office as a Director. An appointment of an alternate Director under this Clause shall not prejudice the right of the appointor to receive notices of and to attend and vote at meetings of the Board, and the powers of the alternate Director shall automatically be suspended during such time as the Director appointing him is himself present in person at a meeting of the Board.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Quinton

4, Throgmorton Avenue,

London, E.C.2.

Solciter

Ann E. Maxwell

4, Throgmorton Avenue,

London, E.C.2.

Married woman.

DATED this *15th* day of *March*, 1966.

WITNESS to the above Signatures :—

C. J. S. Bidwell.

4, Throgmorton Avenue,

London, E.C.2.

Articled Clerk.

DUPLICATE FOR THE FILE.

No. 875470



Certificate of Incorporation

I Hereby Certify that

HOLLOWAY SACKVILLE PROPERTIES LIMITED

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

Given under my hand at London this TWENTY-NINTH DAY OF MARCH
ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

L.S. Whitfield

Assistant Registrar of Companies.

Certificate
received by

| *Robert Travers Smith, Braitheite & Co.*

Date *29th March 1966*