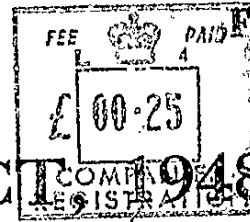


No. of
Company

905418



Form 41.

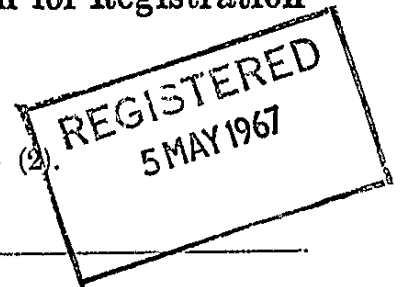
THE COMPANIES ACT, 1948.

COMPANIES
REGISTRATION

A 5/-
Companies
Registration
Fee Stamp
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

Grantham Court Management Limited.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;

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

12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by

Conway & Conway

111 Moorgate London E.C.2.

[C.A. 1.]
9/61

SIR

I Lionel Wilfred Conway
of 111 Moorgate in the City of London Solicitor

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

of _____
Grantham Court Management 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 115 Moorgate in the
City of London

the 1st day of May
one thousand nine hundred and sixty seven

Before me,

J. A. P. D. O'Connell

L. W. Conway

* Delete as
necessary.

* A Commissioner for Oaths.
~~Notary Public.~~
~~Justice of the Peace.~~

No. of Company

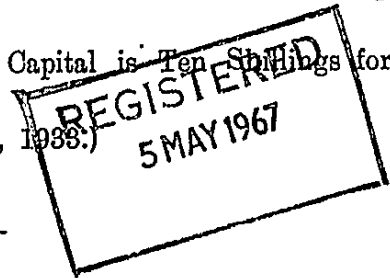
905418

Form 25.

Grantham Court Management



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, 1938.)



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,

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12 & 14, BROWN STREET, MANCHESTER, 2.

Printed by

Coway & Coway

11 Moorgate London E.C.2.

[O.A.30]
7/62.

✓ The NOMINAL CAPITAL of _____

_____ *Grantham Court Management* _____ Limited

is £ *1,400* _____ divided into *28* _____ shares of £ *50* _____ each

Signature *Ray Goldstein* _____
director _____

State whether Director or Secretary.

Date *1st* day of *May* 19*67*



The Companies Act, 1948

905418

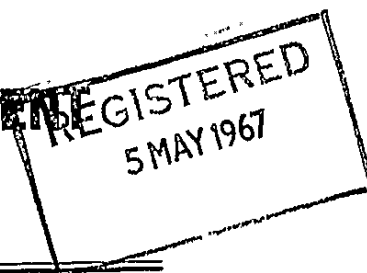


COMPANY LIMITED BY SHARES

Memorandum of Association

OF

GRANTHAM COURT MANAGEMENT
LIMITED



1. The name of the Company is "GRANTHAM COURT MANAGEMENT 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 maintain the block of flats known as Park Towers, Old Park Lane, and Brick Street, Mayfair, London, W.1, and the services thereof in good repair and condition and decoration and properly heated and cleaned, and to maintain the lifts serving the flats in good order and condition suitable in all respects as a block of residential flats and sufficiently insured against loss or damage by fire and such special perils as may be considered necessary from time to time, to provide and pay for a porter or porters and/or caretaker whose duties shall be prescribed by the Company, to provide and pay the expenses of a flat at Park Towers aforesaid and/or other accommodation for him or them to reside in so that he or they may properly carry out their duties as porter and/or caretaker, to pay the water rate for the whole of the premises also such other rates and other outgoings in respect of any part or parts thereof used in common and in respect of such flat or flats as may be provided for the porter and/or



caretaker, and to provide amenities for the residents of the flats and to employ managing agents, porters, housekeepers, maintenance men and others generally to provide for the comfort and convenience of the said residents and/or occupiers, their servants, guests and other authorised persons entering upon or using the said premises or any part thereof and to enter into such contracts as will enable the Company to comply with its obligations to the owners of the said building Park Towers.

- (B) To carry on any other trade or business 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.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business.
- (D) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company.
- (E) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or the dependents of such persons, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers or persons employed by the Company.
- (F) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (G) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.
- (H) To pay all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.

- (I) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, 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.
- (J) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors, or otherwise.
- (K) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company and no portion thereof shall be paid or transferred either directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company provided that nothing herein contained shall prevent the payment in good faith of remuneration to any Director, officer or servant of the Company or to any member of the Company in return for any services actually rendered to the Company nor to prevent the payment of interest at a rate not exceeding 10 per cent. per annum on any money lent by a member to the Company.

5. The liability of the members is limited. ✓

6. The share capital of the Company is £1,400, divided into twenty-eight shares of £50 each. ✓

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><i>Lily Greenbaum</i> <i>Lily Greenbaum</i> <i>142 Hume St. W. 8.</i> <i>Director of Adelant Properties Ltd.</i></p>	<p>One</p>
<p><i>Gary Goldstein</i> <i>Flat no. 1</i> <i>Park Towers.</i> <i>2 Brick St. London W1</i> <i>Director of Adeline Properties Ltd.</i></p>	<p>One</p>

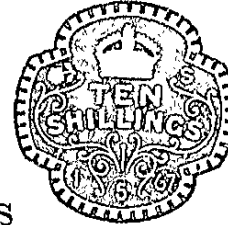
Dated this 1st day of May, 1967.

Witness to the above Signatures—

Norma Green
 12. Adeline Place
 London W.C.1.
 Architect

The Companies Act, 1948

905418/4



COMPANY LIMITED BY SHARES

Articles of Association

OF

GRANTHAM COURT MANAGEMENT LIMITED

REGISTERED
5 MAY 1967

PRELIMINARY.

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

2. Regulations 3, 24, 30, 31, 32, 53, 75, 88, 114, 115, 116, 117, 118, 119, 120, 121, 122, 128 and 129 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A") shall not apply to the Company, but the Articles hereinafter contained, together with the remaining regulations of Part I of Table A and regulations 2, 4, 5 and 6 of Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

Oct. 8

3. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

4. The Company in General Meeting may direct that any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members or to any class of members. If any such direction is given, such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted,

will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company, and the Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

5. In regulation 11 of Part I of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.

6. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Part I of Table A shall be modified accordingly.

7. The proviso to regulation 79 of Part I of Table A shall be omitted.

TRANSFER AND TRANSMISSION OF SHARES.

8. Unless the Board of Directors otherwise agree, no share in the Company shall be transferred unless the proposed transferee thereof is at the same time acquiring or has acquired the whole of the freehold or leasehold interest of the transferor of the share in a flat.

9. If at any time any share is registered in the name of a person who is neither a subscriber to the Memorandum of Association nor a flat-owner the Directors may give such notice in writing to such a holder requiring him to transfer such share to a person who is a flat-owner and if the same shall not have been so transferred within one month after such notice has been given the Directors may at any time thereafter (unless in the meantime the same shall have been so transferred) call upon such holder to transfer the said share to any one or more persons (being a flat-owner) found by the Directors to be willing to purchase the same at the nominal value thereof and the holder shall thereupon sell and transfer such share accordingly. If the holder shall make default in so selling and transferring the Directors may appoint any person to execute a transfer of such share to the purchaser who shall then be entered on the register as holder of the share, and his title to the share shall not be impeachable. The Company may receive the purchase money on the selling holder's behalf and give a good receipt therefor.

10. If any shareholder who is also a flat-owner dies or becomes bankrupt, and the share for which such a shareholder was the registered

holder at the date of such death or bankruptcy is not transferred to the person becoming the flat-owner in consequence of such death or bankruptcy within two months from the date of death or the date of the receiving order in bankruptcy, then the Directors may give notice in writing to the personal representatives or the trustee in bankruptcy or other the person or persons who have the right to transfer such share in accordance with the provisions of Article 9 hereof, which provisions shall thereupon apply accordingly.

11. If two or more persons are jointly entitled to a freehold or leasehold interest in a flat such persons shall for the purposes of these Articles be deemed to be a single flat-owner and shall jointly hold any share or shares allotted or transferred in respect of such interest but of such joint holders only the holder whose name first appears on the register of members shall be entitled to vote or receive notice of meetings in respect of such jointly-held share or shares.

DIRECTORS.

12. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than one nor more than nine. The first Director of the Company shall be Davy Goldstein.

13. The Company shall not be subject to section 185 of the Act, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

14. The office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of section 182 of the Act.
- (3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (4) If he becomes of unsound mind.
- (5) If he is prohibited from being a Director by any order made under section 188 of the Act.
- (6) If he is removed from office by a resolution duly passed under section 184 of the Act.
- (7) If the Director shall without the leave of the Board absent himself from Board Meetings for a continuous period of twelve months.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Billy Yimam Lam
 15 1/2 Howard Street
 Farnham N.W.8

Director v/
 Adeline Properties Ltd.

Day Goldstein
 Flat no. 1
 Park Towers
 Brick St. London W.1

director of
 Adeline Properties Ltd.

Dated this 1st day of May, 1967.

Witness to the above Signatures—



12. Adeline Place.

London W.C.1.
 architect

DUPLICATE FOR THE FILE.

No. 905418



Certificate of Incorporation

I Hereby Certify that

GRANTHAM COURT MANAGEMENT LIMITED

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

Given under my hand at London this FIFTH DAY OF MAY

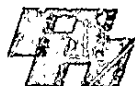
ONE THOUSAND NINE HUNDRED AND SIXTY SEVEN.

L. S. Whisfield
Assistant Registrar of Companies.

Certificate
received by

SEE SEPARATE RECORD

Date



AUERBACH HOPE

CHARTERED ACCOUNTANTS

58-60 BERNERS STREET, LONDON W1P 4JS TELEPHONE: 071-637 4121 FAX: 071-636 5330

005418

YOUR REF:

OUR REF: ES/05/G138

1st October 1991

The Directors
Grantham Court Management Limited
Park Towers
2 Brick Street
London W1

Dear Sirs

We hereby resign as auditors of your company as from to-day's date and confirm that there are no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the company.

Yours faithfully,



David Hillel, John H. Corré, Jeffrey A. Lent, Leslie Serlui, Ian A. Randolph, Irvin Fishman, Howard R. Reuben,
Jeffrey S. Marco, Anthony I. Stanley, Jacky C. Lax, Stuart H. Rosenberg.
Consultants: Cyril J. Auerbach, David E. Hope.

Represented Internationally

Authorised by the Institute of Chartered Accountants in England & Wales to Carry on Investment Business