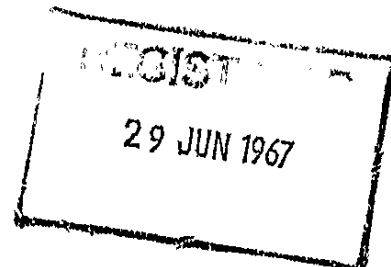


Number of
Company

909553



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).

Insert the
Name of the
Company.

METROPOLITAN PENSIONS ASSOCIATION (TRUSTEES)
LIMITED

Presented by

Document Filer's Reference

WALTONS, BRIGHT & CO.

101. Leadenhall Street,

London E.C.3.

16/6 Form No. 41
(The filing fee is 5s.)

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, MICHAEL COLE FLETCHER

of 101 Leadenhall Street in the City of London

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") engaged
"in the formation"
or
"A person named
"in the Articles of
"Association 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 Metropolitan Pensions Association (Trustees)

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.

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

Declared at 3/6 Bay Court

St. Mary Axe

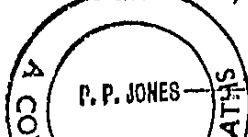
E.C.3

the 14th day of June

one thousand nine hundred and sixty-seven

Before me,

P. P. Jones



M. C. Fletcher

STATEMENT OF THE NOMINAL CAPITAL

OF



Metropolitan Pensions Association (Trustees)

LIMITED

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

REC

29 JUN 1967

THE NOMINAL CAPITAL of the above named Company is £ 100

Signature

Walters, Eng 11/16

Description Solicitors engaged in the formation
of Metropolitan Pensions Association
(Trustees) Limited

Dated the 14th day of June 1967

NOTES.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

Document Filer's Reference.....

WALTONS, FRIGHT & CO.

101, Leadenhall Street,

London E.C.3.

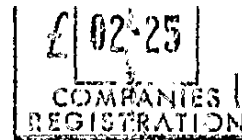
Form No. 25

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

14 JUN 1967



CCd DD



THE COMPANIES ACT, 1948.

909553

3

COMPANY LIMITED BY SHARES

RECORDED

29 JUN 1967

Memorandum of Association

— OF —

METROPOLITAN PENSIONS ASSOCIATION (TRUSTEES) LIMITED

1. The name of the Company is "METROPOLITAN PENSIONS ASSOCIATION (TRUSTEES) 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 undertake the office of and act as trustee executor administrator manager investment adviser liquidator receiver committee agent attorney or nominee of any pension funds or pension schemes or for any person or persons company corporation association government state municipal or other body politic or corporate and generally to undertake perform and discharge any trusts or trust agency business and any office of confidence.

(b) For the purposes aforesaid to hold deal with manage direct the management of buy sell exchange mortgage charge lease dispose of or grant any right or interest in over or upon any real or personal property of any kind whatsoever including contingent and reversionary rights in any property and to undertake and carry on any business undertaking or transaction.

14 JUN 1967

- (c) For the purposes aforesaid to apply for promote acquire and hold any charters Acts of Parliament privileges monopolies licences concessions patents or other rights powers or orders from the British Government and Parliament or from any other government or state or any local or other authority in any part of the world and to exercise carry on and work any powers rights privileges so obtained and to constitute or incorporate the Company as anonymous or other society in a foreign country or state.
- (d) In the matters for the purposes aforesaid to act solely or jointly with any person company corporation or body as the circumstances may require.
- (e) 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.
- (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 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.
- (g) 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.

- (h) 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.
- (i) 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.
- (j) To lend money to persons or companies on such terms as may seem expedient and in particular to clients customers and others having dealings with the Company and to guarantee the performance of contracts by any such persons.
- (k) 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.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants debentures and other negotiable or transferable instruments.
- (m) 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.
- (n) 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.
- (o) 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.

- (p) 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.
- (q) To establish and support or aid in the establishment and support of clubs, associations, funds, trusts and conveniences calculated to benefit existing or former employees, Officers or Directors of the Company or the dependants or connections of such persons and to grant pensions and allowances and to make payments towards insurance and generally to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- (r) 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.
- (s) 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.
- (t) 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 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 100 shares of £1 each. ✓

WE, the several persons whose names and addressess 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.
---	--

M. Apprie

ONE

Desmond Phillips Chappell
30 Marlborough Crescent,
Riverhead,
Sevenoaks,
Kent.

Actuary.

Richard Vincent Pratt

ONE

Richard Vincent Pratt
63 Moorcroft Road,
Moseley,
Birmingham, 13

Pension Scheme Adviser.

DATED this ninth day of June, 1967.

WITNESS to the above signatures:—

J. A. Smith

J. A. SMITH

Vincent House,

Pembroke Square,

London, W.2.

Chartered Secretary.

REC
29 JUN 1967

cc + DY
7/19
b. l. 5/2



THE COMPANIES ACT, 1948.

909553

COMPANY LIMITED BY SHARES

Articles of Association

— OF —

METROPOLITAN PENSIONS ASSOCIATION (TRUSTEES) LIMITED

PRELIMINARY.

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby. The clauses of Table A numbered 3, 24, 40 to 43 inclusive, 53, 58, 75, 79, 84 (2), 88 to 97 inclusive, 100, 106 and 118 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.

PRIVATE COMPANY.

2. The Company is a private company and accordingly:—
- (A) the right to transfer shares is restricted in manner hereinafter prescribed;
 - (B) the number of Members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such 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 regulation be treated as a single Member;

- (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 £100 divided into 100 shares of £1 each.

4. Subject to the provisions of Section 58 of the Act, any Preference Shares may, with the sanction of a Special Resolution, be issued on the terms that they are, or at the option of the Company are, liable to be redeemed.

5. 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.

TRANSFER OF SHARES.

6. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

BORROWING POWERS.

7. 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.

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:—

(A) by the Chairman; or

(B) by at least one 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.

9. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided two Members present in person or by proxy shall be a quorum.

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.

DIRECTORS.

11. Until otherwise determined by the Company in General Meeting the number of Directors may be any number not exceeding six.

12. Desmond Phillips Chappell Richard Vincent Pratt Ronald Simmons and Roland Arthur Turner shall be the first Directors of the Company and each of them shall remain a Director of the Company until his office is vacated under the provisions of Article 16 hereof or until he is removed from office by a resolution of the Board of Directors.

13. 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.

14. The Directors may at any time and from time to time appoint any person as a Director but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Subject to Article 16 hereof a Director may be appointed under this Article to hold office for life or any other period or upon such terms as the Directors shall at the time of his appointment determine. A Director appointed under this Article may be removed by a resolution of the Board of Directors.

15. In the event of there being at any time no Directors of the Company, new Directors shall be appointed by the Company in General Meeting. Subject to Article 16 hereof, a Director may be appointed under this Article to hold office for life or any other period and upon such terms as the Company in General Meeting shall determine.

DISQUALIFICATION OF DIRECTORS.

16. The office of a Director shall be vacated:--

- (A) if he becomes bankrupt or insolvent or compounds with his creditors;
- (B) if he becomes of unsound mind or is found a lunatic;
- (C) if he becomes prohibited from being a Director by reason of any order made under Section 188 of the Act;
- (D) if he resigns his office by notice in writing to the Company.

17. Provided that a Director declares his interest in a contract or arrangement or proposed contract or arrangement with the Company in manner provided by Section 199 of the Act he shall be counted in the quorum at any meeting of Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof.

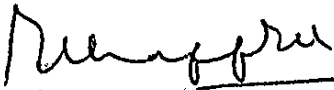
PROCEEDINGS OF DIRECTORS.

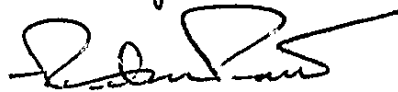
18. A resolution determined on without any meeting of Directors and evidenced by writing under the hands of all the Directors or a sole Director shall be as valid and effectual for all purposes as a resolution of the Directors passed at a meeting duly convened, held and constituted.

DIVIDENDS.

19. Subject to any special rights attaching to any class of shares, dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall for this purpose be treated as paid on the share.

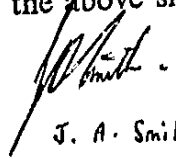
 NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.


 Desmond Phillips Chappell,
 30 Marlborough Crescent,
 Riverhead,
 Sevenoaks,
 Kent
 Actuary.


 Richard Vincent Pratt
 63 Moorcroft Road,
 Moseley,
 Birmingham, 13
 Pension Scheme Adviser.

DATED this ninth day of June, 1967.

WITNESS to the above signatures:—


 J. A. Smith
 Vincent House,
 Pembroke Square,
 London, W-2.
 Chartered Secretary.

DUPLICATE FOR THE FILE.

No. 909553



Certificate of Incorporation

I Hereby Certify that

METROPOLITAN PENSIONS ASSOCIATION (TRUSTEES) LIMITED

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

Given under my hand at London this 29TH JUNE, 1967.

L.S. Whisfield.
Assistant Registrar of Companies.

SEE SEPARATE RECORD

Certificate
received by }

Date

Number of
Company

909553



THE COMPANIES ACT, 1948

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

(Pursuant to section 110 (3))

Insert the
Name of
the Company

Metropolitan Business Association (Trustees)

LIMITED

Section 110 of the Companies Act, 1948, provides that:—

* * * * *

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

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

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

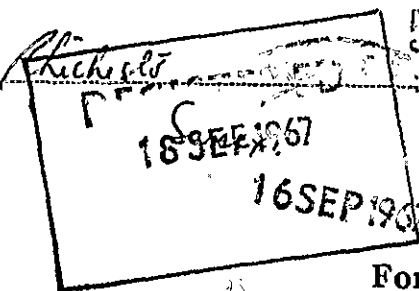
Presented by

Document Filer's Reference

J. A. SMITH

Metropolitan House,

Northgate,



523

Form No. 103

(The filing fee is 5s.)

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

To the REGISTRAR OF COMPANIES.

Metropolitan Rams' Association (Trustees)

LIMITED

hereby gives you notice, in accordance with subsection (3) of section 110
of the Companies Act, 1948, that the register of members of the Company
is kept at Metropolitan House, Northgate, Chichester,

Sumner.

Signature J. R. Smith.

(State whether
Director or Secretary) Secretary.

Dated the 14th day of September 1967.

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

Metropolitan Pensions Association (Trustees) Limited

A Member of the MPA Group of Companies

28 HAYMARKET, LONDON, S.W.1. TEL: 01-839 7411

JAS/SPL

909553

9

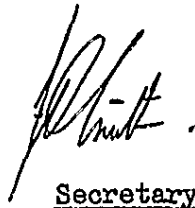
The Registrar of Companies,
Companies Registration Office,
Board of Trade,
Companies House,
55/71 The City Road,
LONDON E.C.1.

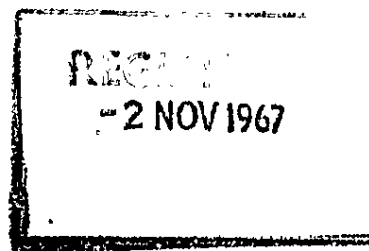
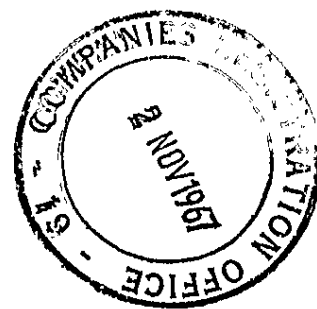
31st October, 1967.

Dear Sir,

We hereby give you notice in accordance with sub-section (3) of section 26 of the Companies Act, 1967, that the copies and memoranda kept in pursuance of sub-section (1) of section 26 of that Act are kept at Metropolitan House, Northgate, Chichester, Sussex.

Yours faithfully,


Secretary



~~TSB~~ S. R 6.

Metropolitan Pensions Association (Trustees) Limited

A Member of the MPA Group of Companies

28 HAYMARKET, LONDON, S.W.1. TEL: 01-839 7411

909553
JAS/SFL

The Registrar of Companies,
Companies Registration Office,
Board of Trade,
Companies House,
55/71 The City Road,
LONDON E.C.1.

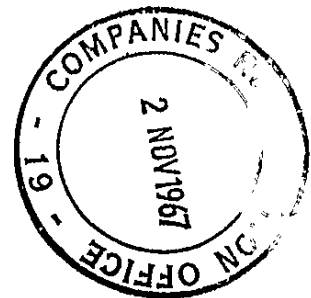
31st October, 1967.

Dear Sir,

We hereby give you notice, in accordance with sub-section (8) of section 29 of the Companies Act 1967, that the Register kept for the purposes of section 27 of that Act is kept at Metropolitan House, Northgate, Chichester, Sussex.

Yours faithfully,


Secretary



REGISTERED
- 2 NOV 1967

DIRECTORS: D. P. CHAPPEL, F.I.A., R. V. PRATT, R. SIMMONS, LL.B., R. TURNER

909553 / 16

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

RESOLUTION

of

METROPOLITAN PENSIONS ASSOCIATION (TRUSTEES) LIMITED

Passed 2nd January, 1970

At an EXTRAORDINARY GENERAL MEETING of Metropolitan Pensions Association (Trustees) Limited duly convened and held at Haymarket House, 28 Haymarket, London S.W.1. on Friday 2nd day of January, 1970 the subjoined resolution was duly passed as an ordinary resolution:

'that the share capital of the Company be increased to £5,000 divided into ordinary shares of £1 each by the creation of 4,900 new ordinary shares of £1 each to rank pari passu as regards dividends and in all other respects with the ordinary shares of the original capital of the Company but that none of the new shares thereby created be issued for the timebeing.'

By Order of the Board.

J.A. Smith.
Secretary.

28 Haymarket,
LONDON S.W.1.

6th January, 1970

JAS/AH

Q

2

47

CR 83-0-0

Number of Company

902553

CD 24-10-0

THE COMPANIES ACTS 1948 to 1967

+ STATEMENT

NOTICE OF INCREASE IN NOMINAL CAPITAL

Pursuant to section 63 of the Companies Act 1948

(A separate STATEMENT OF INCREASE may not be required with this form; please see overleaf)

To the REGISTRAR OF COMPANIES

METROPOLITAN PENSIONS ASSOCIATION (TRUSTEES) LIMITED

limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by a * ORDINARY Resolution of the Company dated the 2nd day of January 19 70 the nominal capital of the Company has been increased by the addition thereto of the sum of 4,900 beyond the registered capital of £ 100

additional capital is divided as follows:—

Number of Shares

Class of Share

Nominal amount of each share

4,900

Ordinary

£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows:—

* If any of the new shares are Preference Shares state whether they are redeemable or not. If the space below is insufficient the conditions should be set out separately by way of annexure.

ranking pari passu as regards dividends and in all other respects with the ordinary shares of the original capital of the company.

Signature

State whether Director or Secretary Secretary

Dated the 6 day of January 19 70

Presented by

Presenter's Reference

J.A. Smith, Secretary.

"Whispers" Sunnybox Lane, Slindon Common,

Nr. Arundel, Sussex.

Form No. 10

NOTES

This Notice, if accompanied by a copy of the Resolution increasing the nominal capital of the Company (unless such Resolution shall have already been filed) and a remittance for (a) the Board of Trade registration fees if payable (see Parts 1 and 2 of the Third Schedule to the Companies Act 1937) and (b) the Companies Capital Duty payable in respect of the amount of the increase of capital, will be accepted by the Registrar of Companies as a compliance of the provisions of section 63 of the Companies Act 1948 and section 112 of the Stamp Act 1891 and accordingly no Statement of Increase of Capital need accompany this Notice.

No additional Board of Trade registration fees are payable if after the increase the new total of nominal capital does not exceed £2,000. Any increase in the nominal capital which brings the total above this figure of £2,000 attracts an additional fee as follows:—

£1 for every £1,000 or part £1,000 from	£2,001— £5,000
5s. " " £1,000 " " £1,000 from	£5,001—£100,000
1s. " " £1,000 " " £1,000 from	£100,001—£525,000

No further Board of Trade registration fee is payable for increases of capital beyond £525,000.

Companies Capital Duty on an increase of nominal capital is 10s. for every £100 or fraction of £100 (Section 41, Finance Act 1933). The duty is not payable by an unlimited company or by a company limited by guarantee and not having a share capital.

Where it is intended to make a claim for relief from the payment of either the whole or part of the Companies Capital Duty under the provisions of Section 55 of the Finance Act 1937 (as amended) and for that reason payment of the duty or part thereof is withheld, or, for some other reason, it is proposed to pay the Companies Capital Duty after delivery of the Notice of Increase, a Statement of Increase of Capital Form No. 26A (S.I.S.S. Form Companies 62) will be required.

If a claim for relief from payment of Companies Capital Duty as above-mentioned has been or will be made this Notice when delivered to the Registrar of Companies, must be accompanied by a letter confirming that such is the case.

A claim for relief from the payment of Companies Capital Duty as above-mentioned should be made to the Controller of Stamps, Inland Revenue (D), Adjudication Section, West Block, Barrington Road, Worthing, Sussex, or in Scotland, to the Comptroller of Stamps and Taxes, Adjudication Branch, P.O. Box No. 33, 16 Waterloo Place, Edinburgh, 1, accompanied by a Statement of Increase of Capital, a remittance for the amount of Companies Capital Duty payable on any part of the increase in respect of which relief from the payment thereof is not available (if any) and a Statutory Declaration stating the grounds on which the claim for relief is made.

Section 63 of the Companies Act 1948 requires this Notice accompanied by a copy of the resolution authorising the increase to be delivered to the Registrar of Companies within 15 days after the passing of the resolution and in default thereof the Company and every officer of the Company in default shall be liable to a default fine.

Companies Capital Duty when payable must be paid within 15 days after the date of the passing of the resolution increasing the capital. If not so paid interest on the amount of such duty at the rate of 5 per cent. per annum from the date of the passing of the resolution until payment will be charged (section 5, Revenue Act 1903).

Board of Trade registration fees are payable to the Registrar of Companies. Companies Capital Duty may also be remitted to the Registrar of Companies or may be paid to the Inland Revenue at one of the under-mentioned Stamp Offices, where this Notice will be stamped with the amount of the duty paid and returned for delivery to the Registrar. Inland Revenue Stamp Offices are situate at Bush House (S.W. Wing), Strand, W.C.2, and 61 Moorgate, E.C.2, and in Birmingham, Bristol, Cardiff, Leeds, Liverpool, Manchester, Newcastle, Nottingham and Sheffield. In Scotland the Stamp Offices are in 16 Waterloo Place, Edinburgh, 1, and 230 George Street, Glasgow, C.I.

The Office of the Registrar of Companies for Companies registered in England is situate at: Companies House, 55-71 City Road, London, E.C.4, and for Companies registered in Scotland at: Exchequer Chambers, 103 George Street, Edinburgh 2.

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 15 Haver Street, W.1;
55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA; 19 & 21 North John Street,
Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 14-22 Renfrew Court, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

Companies 64

F17417.25-3-60

[P.T.O.]

909553

29

Special Resolution OF.

METROPOLITAN PENSIONS ASSOCIATION (TRUSTEES) LIMITED

At an Extraordinary General Meeting of the company held at
28 Haymarket, London, SW1Y 4SR on 19th March, 1973, at
11.30 a.m.

it was resolved THAT:-

The Articles of Association of the company be altered
by deleting article 11 and substituting therefor the
following new article:-

"11. Until otherwise determined by the company in
General Meeting the number of Directors shall be
not less than two."

Certified a true extract
of the Minutes

N. S. Hames.

Secretary

NSH/JSM

23

28 MAR 1973

A

Please do not
write in this
binding margin



Please complete
legibly,
preferably in
black type, or
bold block
lettering

THE COMPANIES ACTS 1948 TO 1981

Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3 (1) of the Companies Act 1976

3

To the Registrar of Companies

For official use

Company number

054

909553

Name of company

METROPOLITAN PENSIONS ASSOCIATION (TRUSTEES) LIMITED

NOTE

Please read
notes 1 to 5
overleaf before
completing this
form

hereby gives you notice in accordance with section 3 (1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end, is as shown below:

Day Month

3 1 1 2

† delete as
appropriate

The current accounting reference period of the company is to be treated as [shortened]
[extended] † and [is to be treated as having come to an end] [will come to an end] † on

Day Month Year

3 1 1 2 1 9 8 4

See note 4 (c)
and complete if
appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3 (6) (c) of the Companies Act 1976, the following statement should be completed:

† delete as
appropriate

The company is a [subsidiary] [holding company] † of MPA (HOLDINGS) LIMITED

, company number 302034

the accounting reference date of which is

§ delete as
appropriate

Signed N.S. Haynes [Director] [Secretary] § Date 4.3.85

Presentor's name, address and
reference (if any):

N.S. Haynes, F.C.I.S.,
44/45 West Street,
Chichester, PO19 1RP.

NSH/MPA(T)

For official use
General section

Post room



The Companies Act 1985

COMPANY LIMITED BY SHARES



Special Resolution

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF

Metropolitan Pensions Association (Trustees) Limited

Passed 8th May, 1990

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

. Metropolitan House, Northgate,
. CHICHESTER, West Sussex.

on the 8th day of May, 1990 the subjoined
SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

It was RESOLVED THAT the name of the Company be and is
hereby changed to:

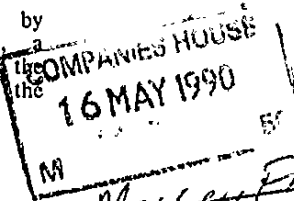
MF TRUSTEES LIMITED.



Signature *A. J. Haines* }

..... *SECRETARY* }

To be signed by
the Chairman,
Director, or
Secretary of
the Company.



NOTE.—To be filed within 15 days after the passing of the Resolution(s).



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoot Street, London SE1 5TS

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 909553

I hereby certify that

**METROPOLITAN PENSIONS ASSOCIATION
(TRUSTEES) LIMITED**

having by special resolution changed its name,
is now incorporated under the name of

MF TRUSTEES LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 25 MAY 1990

A. M. Evans.
A. M. EVANS

an authorised officer

Notice of increase in nominal capital

123

PLEASE DO NOT
WRITE IN
THIS MARGIN

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

PLEASE COMPLETE
LEGIBLY, PREFERABLY
IN BLACK TYPE, OR
OLD BLOCK LETTERING

[] [] [] []

909583

Name of company

MF TRUSTEES LIMITED

Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 25 SEPT 1990 the nominal capital of the company has been increased by £ 15000 beyond the registered capital of £ 5000.

A copy of the resolution authorising the increase is attached.5

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follow:

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

Please tick here if
continued overleaf



Signed

N. S. Haynes

(Director) (Secretary) (Date)

28.9.90

Presenter's name address and
reference (if any):

N. S. HAYNES (MFT)
Mercer Fraser,
44 West St.
Chichester PO19 1RP
W. Sussex.

For official Use
General Section

Post room

COMPANIES HOUSE
1-OCT 1990
M 20

delete as
appropriate

CERTIFIED TRUE COPY

N S Haynes
SECRETARY.

909 553

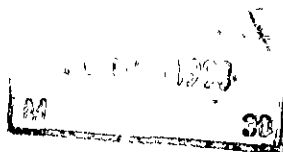
MINUTES of an Extraordinary General Meeting
of the members of the Company held at
Metropolitan House, Northgate, Chichester, West Sussex
on 25th September, 1990 at 11.00 am.

Present: D H E Hudson (In the Chair)
D D Gray

In Attendance: N S Haynes (Secretary)

- (1) IT WAS RESOLVED that the Share Capital of the Company be and is hereby increased to £20,000 by the creation of 15,000 new £1 shares ranking in all respects pari passu with the existing shares.
- (2) IT WAS RESOLVED that the directors be and are hereby unconditionally authorised pursuant to Section 80 of the Companies Act, 1985, to allot all shares in the authorised Share Capital of the Company which are unissued at the time of the passing of this resolution.

D H E Hudson
CHAIRMAN



MF TRUSTEES LIMITED

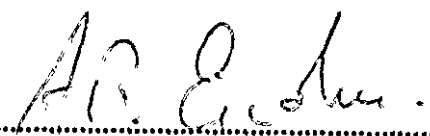
RESOLUTION in writing of all the Members of the Company passed on 28th March, 1991

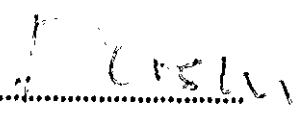
Elective Resolution

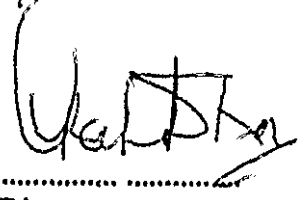
In accordance with the provisions of the Companies Act 1989 as applicable to private companies, IT IS RESOLVED to dispense with the following:-

- the holding of annual general meetings;
- the laying of accounts and reports before the members in general meeting;
- the annual re-appointment of auditors,

and that the Secretary be instructed to file a copy of this Resolution at Companies House.


.....
for William M. Mercer Fraser Limited
Director


.....
P. Coster


.....
C.E. Dixon

