

1068399

number of company

form No. 41

no filing fee payable

THE COMPANIES ACTS 1948 TO 1967

Declaration of
 compliance with the requirements
 of the Companies Act 1948
 on application for
 registration of a company
 pursuant to section 15 (2) of the Companies Act 1948

I, Maria Pashali,of Wilec House, 82 City Road, London, E.C.1.

DO SOLEMNLY & SINCERELY DECLARE that I am:—

*Delete that which
does not apply

*a Solicitor or the Supreme Court engaged in the business

*a person NAMED IN THE ARTICLES of Association as a Director/Secretary (2)

of _____

Realfast Securities 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 provi-
 sions of the Statutory Declarations Act 1835

DECLARED AT 310 Muswell Hill Broadway,
London, N.10,

the 10th day of August 1972

before me

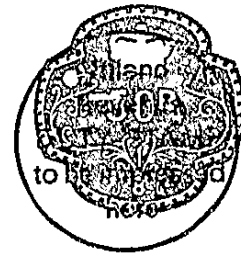
A Commissioner for Oaths ~~XXXXXX~~

NOTE: By Section 15(2) of the Companies Act 1948 a Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Writer, engaged in the formation 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 a Declaration as sufficient evidence of compliance.

Jordan & Sons Limited
 Company Registration Agents, Printers & Publishers
 City Office: Wilec House 82 City Road London EC1
 Telephone: 01-253 6214 Telex No 261010

Presented by

Presenter's Reference



COMPANY HAVING A SHARE CAPITAL

name of company

REAL EAST SECURITIES Limited

statement of the nominal capital⁽¹⁾

made pursuant to section 112 of the Stamp Act 1891

NOTE—The stamp duty on the Nominal Capital is 10s. (50p) for every £100 or fraction of £100—Section 41, Finance Act 1933

the nominal capital

of the above-named company is £

100

Signature⁽²⁾

M. K. M. M. M.

Dated 7th August 1972

Description

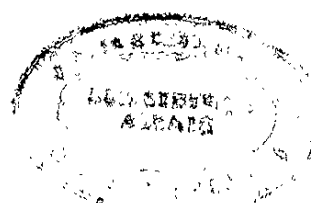
Subscriber

- NOTES:** (1) This Statement **MUST** be filed with the Memorandum, or other document when the Company is registered and
(2) It 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 of the company

Jordan & Sons Limited
Company Registration Agents, Printers & Publishers
Wilac House 82 City Road London EC1Y 2DX
Telephone: 01-253 6214 Telex No. 201010

Presented by

Presenter's Reference



1068399/580006/7

£20

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES. AUG 16 21 03 3226

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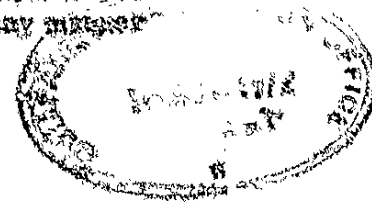
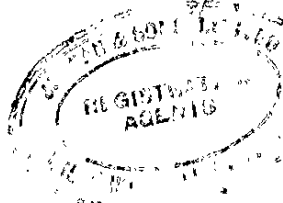
MEMORANDUM OF ASSOCIATION

OF

REALFAST SECURITIES LIMITED.

1. The name of the Company is "REALFAST SECURITIES 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 carry on the business of a finance and investment company in all its branches, and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same and to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; to construct, reconstruct, alter, improve, decorate, furnish and maintain offices, houses, flats, apartments, service suites, hotels, shops, factories, warehouses, buildings, garages, works and conveniences of all kinds, to consolidate or connect or subdivide properties and to lease or otherwise dispose of the same, and to advance money to and enter into contracts with builders, tenants and others and generally to finance building operations of every description; and to manage any land, buildings or other property as aforesaid, whether belonging to the Company or not, and to collect rents and income, to undertake and provide management, administration and consultancy services of all kinds and to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any companies of which this Company is a Member or which are in any manner controlled by, or connected with this Company.

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(b) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

(c) To purchase or by any other means acquire and take options over any freehold, leasehold or other real or personal property for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any real or personal property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, 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, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) 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 partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, both real and personal.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold, sell or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to become security for any persons, firms, or companies.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade and Industry or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(n) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.

(o) To remunerate any person, firm or company rendering services to this Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares or other securities of the Company.

(q) To support and subscribe to any charitable or public object, and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding Company of the Company or of the predecessors in business of the Company or of any such subsidiary or holding company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance, and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory

or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding company and to lend money to any such employees or to trustees on their behalf to enable any such share purchase schemes to be established or maintained.

(r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(s) To sell or otherwise dispose of the whole or any part of the business or property 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.

(t) To distribute among the Members of the Company in kind any property of the Company of any kind.

(u) To procure the Company to be registered or recognized in any part of the world.

(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others.

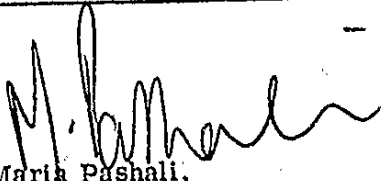

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate 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, 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
 Maria Pashali, Wilec House, 82, City Road, London, E. C. 1. Commercial Manager.	One
 Janet Mary Williams, Wilec House, 82, City Road, London, E. C. 1. Commercial Manager.	One

Dated 7. 8. 19 72

Witness to the above Signatures:-


Patricia Martin,
Wilec House,
82, City Road,
London, E. C. 1.
Commercial Manager.

1068399

4

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

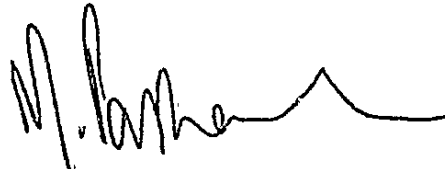
ARTICLES OF ASSOCIATION

OF
REALFAST
LIMITED

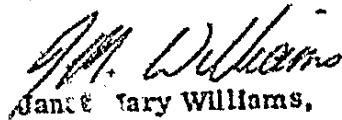
1. The regulations contained or incorporated in Part II of Table A in the First Schedule to The Companies Act, 1948, shall apply to the Company save that the proviso to Clause 79 in Part I of the said Table A shall not apply to the Company. //

2. The first Secretary of the Company shall be Miss Maria Pashali. /

Names, addresses and descriptions of Subscribers



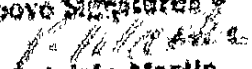
Maria Pashali,
Wilec House,
82, City Road,
London, E. C. 1.
Commercial Manager.



Janet Mary Williams,
Wilec House,
82, City Road,
London, E. C. 1.
Commercial Manager.

Dated 7. 8. 19 72

Witness to the above Signatures



Patricia Martin,
Wilec House,
82, City Road,
London, E. C. 1.
Commercial Manager.



CERTIFICATE OF INCORPORATION

No. 1068399

I hereby certify that

REALFAST SECURITIES LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 29th August 1972

A handwritten signature in dark ink, appearing to read 'M. Taylor'.

(M. TAYLOR)

Assistant Registrar of Companies

1068399/8

710.

The Companies Acts, 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION JUN 21 1973 7530 CH. 010.00

OF

REALFAST SECURITIES LIMITED

Passed 19th June 1973

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 1 Gresham Street London EC2 on Tuesday the 19th day of June 1973 the following RESOLUTION was duly passed as a SPECIAL RESOLUTION :-

RESOLUTION

That subject to the consent of the Department of Trade and Industry the name of the Company be changed to Old Broad Street Construction Holdings Limited.

R. S. Fawcett

R. S. FAWCETT
CHAIRMAN



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1068399

19

I hereby certify that

REALFAST SECURITIES LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

OLD BROAD STREET CONSTRUCTION HOLDINGS LIMITED

Given under my hand at London the

26th June 1973

H. Taylor
(H. TAYLOR)

Assistant Secretary of Companies

[Signature]

Company No. 1068399



46

SPECIAL RESOLUTION

of

OLD BROAD STREET CONSTRUCTION HOLDINGS LIMITED

Passed the 18th day of September 1973.

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Boundary House, Boston Road, Hanwell, London W7 2QE, on Tuesday 18th September 1973, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:

SPECIAL RESOLUTION

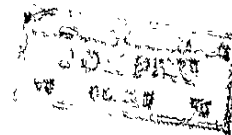
"THAT the name of the Company be changed to

ISIS OF HENLEY LIMITED"

57

S.A.B. (Chairman)

DAK 6848143.





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1068399 //

I hereby certify that

OLD BROAD STREET CONSTRUCTION HOLDINGS LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

ISIS OF HENLEY LIMITED

Given under my hand at London the 2nd October 1973

M. Taylor
10/10/73
Assistant Registrar of Companies



Company No. 1068399

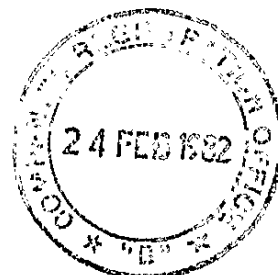


SPECIAL RESOLUTION

of

ISIS OF HENLEY LIMITED

Passed the 9th day of February 1982



At an EXTRAORDINARY GENERAL MEETING of the above named
Company duly convened and held at 51 Eastcheap, London
EC3P 3BU on Tuesday, 9th February 1982, the following
RESOLUTION was duly passed as a SPECIAL RESOLUTION:

SPECIAL RESOLUTION

"THAT the name of the Company be changed to
UDT DEVELOPMENTS LIMITED."

V. Foyster

V.C. Foyster
Secretary

United
Dominions
£40 Trust
464400

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1068399/47.

I hereby certify that

ISIS OF HENLEY LIMITED

having by special resolution and with the approval of the
Secretary of State changed its name, is now incorporated
under the name of

UDT DEVELOPMENTS LIMITED

Given under my hand at Cardiff the 12TH MARCH 1982

A handwritten signature in dark ink, appearing to read 'E. J. Jones', written over a horizontal line.

Assistant Registrar of Companies

THE COMPANIES ACT'S 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

UDT DEVELOPMENTS LIMITED

1. The name of the Company is " UDT DEVELOPMENTS 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 carry on the business of a finance and investment company in all its branches, and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same and to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; to construct, reconstruct, alter, improve, decorate, furnish and maintain offices, houses, flats, apartments, service suites, hotels, shops, factories, warehouses, buildings, garages, works and conveniences of all kinds, to consolidate or connect or subdivide properties and to lease or otherwise dispose of the same, and to advance money to and enter into contracts with builders, tenants and others and generally to finance building operations of every description; and to manage any land, buildings or other property as aforesaid, whether belonging to the Company or not, and to collect rents and income, to undertake and provide management, administration and consultancy services of all kinds and to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any companies of which this Company is a Member or which are in any manner controlled by, or connected with this Company.

Finance & Investment
Company

(b) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

(c) To purchase or by any other means acquire and take options over any freehold, leasehold or other real or personal property for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any real or personal property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, 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, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) 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 partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, both real and personal.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold, sell or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to become security for any persons, firms, or companies.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade and Industry or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company

or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(n) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.

(o) To remunerate any person, firm or company rendering services to this Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares or other securities of the Company.

(q) To support and subscribe to any charitable or public object, and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or of the predecessors in business of the Company or of any such subsidiary or holding company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding Company and to lend money to any such employees or to trustees on their behalf to enable any such share purchase schemes to be established or maintained.

(r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(s) To sell or otherwise dispose of the whole or any part of the business or property 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.

(t) To distribute among the Members of the Company in kind any property of the Company of any kind.

(u) To procure the Company to be registered or recognized in any part of the world.

(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others.

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

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate 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, 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
Maria Pashali, Jordan House, 47, Brunswick Place, London N1 6EE. Commercial Manager.	One
Janet Mary Williams, Jordan House, 47, Brunswick Place, London N1 6EE. Commercial Manager.	One

Dated this 7th day of August, 1972.

Witness to the above Signatures: -

Patricia Martin,
Jordan House,
47, Brunswick Place,
London N1 6EE.
Commercial Manager.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

UDT DEVELOPMENTS LIMITED

1. The regulations contained or incorporated in Part II of Table A in the First Schedule to The Companies Act, 1948, shall apply to the Company save that the proviso to Clause 79 in Part I of the said Table A shall not apply to the Company.

2. The first Secretary of the Company shall be Miss Maria Pashali.

Names, addresses and descriptions of Subscribers

Maria Pashali,
Jordan House,
47, Brunswick Place,
London N1 6EE.

Commercial Manager.

Janet Mary Williams,
Jordan House,
47, Brunswick Place,
London N1 6EE.

Commercial Manager.

Dated this 7th day of August, 1972.

Witness to the above Signatures: -

Patricia Martin
Jordan House,
47, Brunswick Place,
London N1 6EE.
Commercial Manager.

225(1)

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

Please do not
write in this
margin

Pursuant to section 225(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number.

1068399

*Insert full name
of company

Name of company

* UDT Developments Limited

Note
Please read notes
1 to 5 overleaf
before completing
this form

gives notice 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	0
---	---	---	---

†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	0	1	9	8	7
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

See note 4c and
complete as
appropriate

The company is a [subsidiary] ~~holding company~~ of TSB Commercial Holdings Limited

company number 881162

the accounting reference date of which is 31.10

Signed [Signature] [Director] [Secretary]† Date _____

4/9/87

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

United Dominions Trust
Ltd.,
1 Lyonsdown Road,
New Barnet,
Herts., EN5 1HU

For official use
General Section

Post room

COMPANIES REGISTRATION

11 SEP 1987

M OFFICE 16

JCT/js

Number of } 1068399
Company }

The Companies Act 1985

COMPANY LIMITED BY SHARES

Ordinary Resolution

OF

UDT DEVELOPMENTS LIMITED

Passed 29th September , 19 88 .

AT an EXTRAORDINARY GENERAL MEETING of the above-named
Company, duly convened, and held at 1 Lyonsdown Road, New Barnet,

Herts., EN5 1HU

on the 29th day of September , 1988, the subjoined
RESOLUTIONs were duly passed, viz:—

RESOLUTION

1. Increase of Authorised Share Capital

"THAT the authorised share capital of the Company be increased
to £15,000,000 by the creation of 14,999,900 additional shares
of £1 each."

2. Authority of Directors to Allot Shares

"THAT the Directors of the Company be unconditionally
authorised for the purposes of Section 80 of the Companies
Act 1985 to allot any relevant securities to such persons
and on such terms and in such manner as they think fit, up
to an aggregate nominal amount of £14,999,900 at any time
during the period of five years from the date of this Resolution."

Signature

A. Man-6

SECRETARY

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



[P.T.O.]

G

COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

1068399

Name of company

* UDT DEVELOPMENTS LIMITED

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 29th September 1988 the nominal capital of the company has been
increased by £ 14,999,900 beyond the registered capital of £ 100.

§ the copy must be
printed or in some
other form approved
by the registrar

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

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:

Please tick here if
continued overleaf

--

† delete as
appropriate

Signed

AS Mowah

[Director][Secretary]† Date 7/10/88

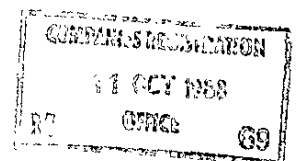
Presenter's name address and
reference (if any):

United Dominions Trust Ltd.,
1 Lyonsdown Road,
New Barnet,
Herts., EN5 1HU

BJM/js

For official Use
General Section

Post room



Number of
Company

1068399

The Companies Act 1985

COMPANY LIMITED BY SHARES

Elective Resolution

(Pursuant to s. 379(A) of the Companies Act 1985)

OF

UDT DEVELOPMENTS LIMITED

Passed 26TH JULY, 1991.

ANNUAL

AT an ~~XXXXXXXXXXXX~~ GENERAL MEETING of the above-named Company, duly convened, and held at 116, Cockfosters Road, Barnet, EN4 0DY.

on the 26TH day of JULY, 1991, the subjoined ELECTIVE RESOLUTION duly passed, viz.:—

RESOLUTION

"THAT

1. Pursuant to Section 252 Companies Act 1985, the Company elects to dispense with laying of accounts and reports before a general meeting of the Company; and
2. The Company elects to dispense with the holding of an annual general meeting as required by Section 366A Companies Act 1985; and
3. The Company elects to dispense with the obligation to appoint auditors annually as required by Section 286 Companies Act 1985."

Signature..... *B. Mansel*

SECRETARY

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

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

J.P.T.O.

Section 379A of the Companies Act 1985 provides as follows:—

- (1) An election by a private company for the purposes of—
 - (a) section 80A (election as to duration of authority to allot shares),
 - (b) section 252 (election to dispense with laying of accounts and reports before general meeting),
 - (c) section 366A (election to dispense with holding of annual general meeting),
 - (d) section 369(4) or 378(3) (election as to majority required to authorise short notice of meeting), or
 - (e) section 386 (election to dispense with appointment of auditors annually),

shall be made by resolution of the company in general meeting in accordance with this section.

Such a resolution is referred to in this Act as an "elective resolution".

- (2) An elective resolution is not effective unless—
 - (a) at least 21 days' notice in writing is given of the meeting, stating that an elective resolution is to be proposed and stating the terms of the resolution, and
 - (b) the resolution is agreed to at the meeting, in person or by proxy, by all the members entitled to attend and vote at the meeting.

(3) The company may revoke an elective resolution by passing an ordinary resolution to that effect.

(4) An elective resolution shall cease to have effect if the company is re-registered as a public company.

(5) An elective resolution may be passed or revoked in accordance with this section, and the provisions referred to in subsection (1) have effect notwithstanding any contrary provision in the company's articles of association.

NOTE.—The Registrar of Companies is prepared to accept copy resolutions or agreements if produced to a standard which is legible and can be reproduced to an adequate standard for presentation to the public in microfiche or photocopied format.

Number of 1068399
Company

The Companies Act 1985

COMPANY LIMITED BY SHARES

Elective Resolution

(Pursuant to s. 379(A) of the Companies Act 1985)

OF

UDT DEVELOPMENTS LIMITED

Passed 22nd October, 1992.

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

116 Cockfosters Road,
Barnet, EN4 ODY

on the 22nd day of October, 1992, the subjoined
ELECTIVE RESOLUTION duly passed, viz.:—

RESOLUTION

"THAT

- 1 Pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in General Meetings; and
- 2 Pursuant to Section 366A of the Act to dispense with the holding of annual general meetings."



Signature..... *B. Mars*.....
..... *SECRETARY*.....

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

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

[P.T.O.]

Number of } 1068399
Company }

The Companies Act 1985

COMPANY LIMITED BY SHARES

Ordinary Resolution

OF

UDT DEVELOPMENTS LIMITED

Passed 22nd October, 19 92 .

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

• 116 Cockfosters Road,
• Barnet, EN4 ODY

on the 22nd day of October, 19 92 the subjoined
RESOLUTION duly passed, viz.:—

RESOLUTION

"THAT the Elective Resolution passed on
26th July 1991 be and hereby is revoked".

COMPANIES HOUSE
4 NOV 1992
M 3

Signature

B. Mans

SECRETARY

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

[P.T.O.]

Number of }
Company }

1068399

The Companies Act 1985

COMPANY LIMITED BY SHARES

Special Resolution

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

OF

UDT DEVELOPMENTS LIMITED

Passed 22nd October, 19 92

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

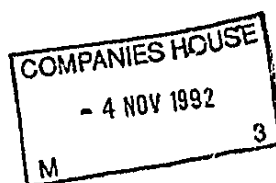
116 Cockfosters Road,

Barnet, EN4 ODY

on the 22nd day of October, 1992, the subjoined
SPECIAL RESOLUTION duly passed, viz.:—

RESOLUTION

"THAT the Company having satisfied the provisions of Section 250 Companies Act 1985, relating to dormant companies, the Company be exempt from the provision of Part VII of that Act relating to the audit of accounts. "



Signature *B. M. [unclear]*

..... SECRETARY

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

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

[P.T.O.]



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

Companies 7

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