

No. 1272555

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ACRE FINANCE LIMITED

SPECIAL RESOLUTION

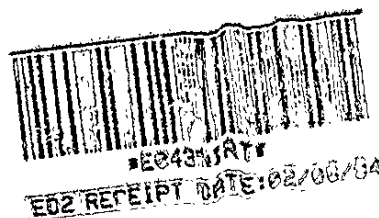
(PASSED ON 26TH MAY 1994,

At an extraordinary general meeting of the company duly convened and held at Rivermill House, 152 Grosvenor Road, London SW1V 3JL on Thursday, 26th May, 1994 the following resolution was duly passed as a special resolution:

SPECIAL RESOLUTION

That the regulations set forth in the printed document (marked "A") produced to this meeting, and for the purpose of identification initialled by the Secretary, be approved and adopted as the articles of association of the company, in substitution for, and to the exclusion of, all the existing articles thereof.

.....
Secretary



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COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

ACRE FINANCE LIMITED

(As amended by Special Resolution passed on 26th May, 1994)

PRELIMINARY

1. (a) Subject as hereinafter provided, the regulations contained in Table A of the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as 'Table A'), and made pursuant to the provisions of the Companies Act (hereinafter referred to as 'The Act') and the Companies Act 1989 (hereinafter referred to as the '1989 Act') shall apply to the Company.
- (b) Regulations 24,35,40,73,74,75 and 77 to 81 inclusive of Table A shall not apply to the Company.
- (c) The expressions "relevant securities" and "equity securities", wheresoever appearing herein, shall bear the meanings ascribed to them by the Act.

SHARES

2. (a) Subject to the provisions of Table A and to the following provisions of these Articles, the Directors shall have authority to exercise any power of the Company to offer, allot or otherwise dispose of any shares in the Company, or

any relevant securities, to such persons, at such times and generally on such terms and conditions as they think proper provided that (insofar as the Company in General Meeting shall not have varied, renewed or revoked the said authority):

(i) The Directors shall not be authorised to make any offer or allotment of shares in the Company, or grant any right to subscribe for, or to convert any securities into, shares in the Company if such allotment, or an allotment in pursuance of such offer or right, would or might result in the aggregate of the shares or stock in issue exceeding, in nominal value, the amount of the Authorised Share Capital of the Company for the time being, and such limitation shall determine the maximum amount of the relevant securities which at any time remain to be allotted by the Directors hereunder.

(ii) The period within which the said authority to allot relevant securities may be exercised shall be limited to five years, commencing upon the date these Articles of Association were adopted.

- (b) Any offer or agreement in respect of relevant securities, which is made prior to the expiration of such authority and in all other respects within the terms of such authority, shall be authorised to be made, notwithstanding that such offer or agreement would or might require relevant securities to be allotted after the expiration of such authority and, accordingly, the Directors may at any time allot any relevant securities in pursuance of such offer or agreement.
 - (c) The authority conferred upon the Directors to allot relevant securities may at any time, by Ordinary Resolution of the Company in General Meeting, be revoked, varied or renewed (whether or not it has been previously renewed hereunder) for a further period not exceeding five years.
3. Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities by the Company.
4. (a) No share shall be issued at a discount.
- (b) The Company shall not have power to issue share warrants to bearer.
- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
5. Subject to the provisions of the Acts and the 1989 Act:
- (a) The Company may purchase any of its own shares, provided that the terms of any contract under which the Company will or may become entitled or obliged to purchase its own shares shall be authorised by Special Resolution of the Company in General Meeting before the Company enters into the contract.
 - (b) The Company shall be authorised, in respect of the redemption or purchase of any of its own shares, to give such financial assistance, or to make such payments out of capital as may be permissible in accordance with the Act, provided that any such assistance or payment shall first be approved by Special Resolution of the Company in General Meeting.
 - (c) The Company may by Special Resolution reduce its Share Capital and any capital redemption reserve or share premium account and any other reserve authorised by law

LIEN

6. In regulation 8 of Table A, the words "(not being a fully paid share)" shall be omitted. The Company shall have a first and paramount lien on all shares standing registered in the name of any person (whether he be the sole registered holder thereof or one of two or more joint holders) for all moneys presently payable by him or his estate to the Company.

TRANSFER OF SHARES

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

PROCEEDINGS AT GENERAL MEETINGS

8. At the end of regulation 38 of Table A there shall be inserted the following: "In every notice of a general meeting there shall appear the statement referred to in Section 372(3) of the Act, in relation to the right of a member to appoint proxies".
9. (a) No business shall be transacted at any Meeting unless a quorum is present. If, and so long as, the Company has only one member, one person entitled to attend at that Meeting, being the sole member, present in person or by proxy or (in the case of a corporation) a duly authorised representative shall be a quorum, otherwise the quorum shall be two such persons entitled to attend at that meeting. At the end of regulation 41 of Table A there shall be inserted the following: "If within half an hour from the time appointed for the holding of an adjourned meeting a quorum is not present, the members present shall be a quorum".
(b) Where the Company has only one member, that sole member (or the proxy or authorised representative of the sole member representing that member at the relevant general meeting) shall be the chairman of any general meeting of the company and regulation 42 of Table A shall be modified accordingly.
(c) A proxy for a sole member of the company may vote on a show of hands and regulation 54 of Table A shall be modified accordingly.
(d) At the end of regulation 57 of Table A there shall be inserted the following "except when he is the sole member".
(e) In regulation 59 of Table A, the second sentence shall be omitted.
(f) The provisions of these Articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company which has only one member.
10. A resolution in writing signed or approved by letter, telex, facsimile transmission or cable by each member for the time being entitled to receive notice of and to attend and vote at general meetings (or being a corporation by their representative) shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held. Any such Resolution may consist of several documents in the like form each signed by all members or their attorneys or, where the Company shall have only one member, that member or their attorney (or, in the case of a member which is a body corporate, by a

director thereof or by a duly appointed representative). Regulation 53 shall not apply to the Company.

11. In addition to any other manner in which the member or members of the Company are authorised under the Act to reach and record their decisions in relation to the Company, a member who is for the time being the sole member of the Company shall be entitled to take any decision which may be taken by the Company in general meeting and such decision shall have effect as if agreed by the Company in general meeting, subject as hereinafter follows:

- (a) A decision taken by virtue of this clause shall be notified to the Company within seven days of the date on which it was taken, failing which such decision shall be invalid and of no effect.
- (b) Any resolution of a kind described below shall not be capable of being passed by virtue of the procedure described in this clause:
 - (i) Any resolution, which if passed at a general meeting, would need to be passed as a Special Resolution or Extraordinary Resolution.
 - (ii) Any resolution to change the terms of appointment of the officers or auditors.
 - (iii) Any resolutions requiring special notice.

APPOINTMENT AND REMOVAL OF DIRECTORS

12. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
13. Without prejudice to the provisions of Section 303 of the Act, the Company may by Ordinary Resolution remove any Director before the expiration of his period of office. Subject to the provisions of Table A and Section 303(2) of the Act, the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director. In regulation 38 of Table A the words 'or a resolution appointing a person as a Director' shall be omitted.
14. The office of a Director shall be vacated if-
- (a) he ceases to be a Director by virtue of any provision of the Acts or he becomes prohibited by law from being a Director; or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) he is, or may be, suffering from mental disorder and, in relation thereto, he is admitted to hospital for treatment or an order is made by any court having jurisdiction in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;
 - (d) he resigns his office by notice to the Company;
 - (e) he is requested in writing by all the other directors to resign.

14. No person shall be disqualified from being or becoming a director by reason of his attaining or having attained the age of 70 or any other age.

PROCEEDINGS OF DIRECTORS

15. (a) If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly.

- (b) In regulation 64 of Table A for the word "two" there shall be substituted the word "one" and in the first sentence of regulation 89 of Table A for the word "two" there shall be substituted the word "one".

16. An appointment or removal of an alternate Director may be effected at any time by notice in writing to the Company given by his appointor. An alternate Director may also be removed from his office by not less than twenty four hours' notice in writing to the Company and to the appointor given by a majority of his co-Directors. This Article shall have effect in substitution for regulation 68 of Table A which shall not apply to the Company.

17. (a) The directors may delegate any of their powers:-

- (i) to any chief executive director, any director holding any other executive office or any other director;
- (ii) to any committee consisting of one or more directors and (if thought fit) one or more other persons, but a majority of the members of the committee shall be directors and no resolution of the committee shall be effective unless a majority of those present when it is passed are directors; and
- (iii) to any local or regional board, body or agency for managing any of the affairs of the Company either in the United Kingdom or elsewhere.

- (b) Any such delegation (which may include authority to sub-delegate all or any of the powers delegated) may be subject to any conditions the directors impose, and either collaterally with or to the exclusion of their own powers and may be revoked or varied. The power to delegate under this article, being without limitation, includes power to delegate the determination of any fee, remuneration or other benefit which may be paid or provided to any director; and the scope of the power to delegate under sub-paragraph (i), (ii) or (iii) of paragraph (a) of this article shall not be restricted by reference to or inference from any other of those paragraphs. Subject as aforesaid, the proceedings of any committee, local board or agency with two or more members shall be governed by such of these articles as regulate the proceedings of directors so far as they are capable of applying. Regulation 72 of Table A shall not apply to the company.

18. All or any of the members of the Board or any committee of the Board may validly participate in a meeting of the Board or a committee of the Board by means of a conference telephone or any communication equipment which allows all persons

participating in the meeting to hear and be heard by each other. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Such a meeting shall be deemed to take place where the Chairman of the meeting is.

BORROWING POWERS

19. 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, subject to Section 80 of the Act, to issue debentures, debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

DIRECTORS' INTERESTS

20. A Director may vote in respect of any contract or arrangement in which he, or any person with whom he is connected, is interested and be counted in the quorum present at any meeting of the Directors or, if otherwise so entitled, at any General Meeting of the Company at which any such contract or arrangement is proposed or considered, and if he shall so vote, his vote shall be counted. This Article shall have effect in substitution for regulations 94 to 98 inclusive of Table A, which regulations shall not apply to the Company.

MINUTES

21. In addition to the requirements of regulation 100 of Table A the directors shall cause a written record to be made in the minute book of all decisions taken by a sole member under the provisions of Articles 10 and 11 hereof.

INDEMNITY

22. Subject to the provisions of the Act, but without prejudice to any indemnity to which he may otherwise be entitled:-
- (a) every director or other officer of the Company shall be indemnified against any liability, loss or expenditure incurred by him in defending any proceedings, whether civil or criminal, whether relating to anything done or omitted to be done or alleged to have been done or omitted to have been done by him as an officer of the company and in which judgment is given in his favour or he is acquitted or which are otherwise disposed of without any finding of commission of guilt or breach of duty on his part, or incurred in connection with any application in which relief is granted to him by the court from liability in respect of any such act or omission or from liability to pay any amount in respect of shares acquired by a nominee of the company; and
 - (b) the directors may purchase and maintain insurance for the benefit of any director or any other officer of the company against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or omitted to be done or alleged to have been done or omitted to be done as a director or officer.

Regulation 113 of Table A shall not apply to the company

AUTHORISED SHARE CAPITAL

23. (A) The authorised share capital of the Company at the date of adoption of these presents is £10,000,000 divided into 997,098,100 Ordinary Shares of 1p each and 29,019 Deferred Shares of £1 each.
- (B) The Deferred Shares shall entitle the holders thereof to the rights and subject them to the restrictions and provisions following, namely:-
- (i) the holders of the Deferred Shares shall have no right as such to receive notice of or to attend or vote at any general meeting of the Company;
 - (ii) the profits of the Company available for dividend and resolved to be distributed in respect of each financial year or other period of the Company shall be applied first in payment of dividends to the holders of the Ordinary Shares but so that the gross amount so paid in respect of each financial year or other period shall not exceed £10,000,000 per share and the balance (if any) of such profits shall be distributed by way of dividend as to fifty per cent thereof to the holders of the Ordinary Shares and as to fifty per cent thereof to the holders of the Deferred Shares;
 - (iii) on a return of capital on a winding-up or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be applied first in repaying to the holders of the Ordinary Shares the amount paid up on such shares together with a premium of £10,000,000 per share and the balance of such assets shall be distributed among the holders of the Ordinary Shares rateably according to the amount paid up on such shares.