

1310093 //

No. of Company

THE COMPANIES ACTS 1948 TO 1967

Declaration of compliance

Pursuant to Section 15(2) of the Companies Act 1948

Name of Company COMPASSBEST Limited*

I, DONALD EDWARD GELSTHORPE WING
of REGIS HOUSE, 134 PERCIVAL ROAD, ENFIELD, MIDDLESEX.

Do solemnly and sincerely declare that I am (see note (a) below) A PERSON

NAMED IN THE ARTICLES OF ASSOCIATION AS SECRETARY (18)

of COMPASSBEST Limited*

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at HIGH HOLBORN HOUSE,
52/54, HIGH HOLBORN,
LONDON, W.C.1N 6ER.

this day of
one thousand nine hundred and
before me.

A Commissioner for Oaths (see note (b) below)

- (a) "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 "a person named in the articles of association as a secretary"
- (b) or Notary Public or Justice of the Peace

* Delete "Limited" if not applicable.

Presented by:

Reichmann & Wing Limited,
Regis House,
134 Percival Road,
Enfield, Middx.



COMPANY LIMITED BY SHARES

Memorandum of Association

- of -

COMPASSBEST LIMITED



1. The name of the Company is:-
" COMPASSBEST 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 all or any of the following businesses: Representatives, agents, factors, distributors, importers, exporters, manufacturers and wholesale and retail dealers, for or on behalf of any individual, company, firm or other body or as principals, in and about every kind of marketable product, process, materials and services of whatever description, and for these purposes to negotiate and handle contracts and agreements of all kinds, to act as representatives and agents of and for any individual, company firm, association, authority, organisation or other body in any part of the world and for any purpose whatever, to tender for and to place contracts, investments and other rights, to act for and to provide all kinds of services, agencies and consultancies to all or any parties or prospective parties to any contract or other agreement, and to carry on business as advertising and publicity agents, sales promoters, marketing and market research specialists, direct selling and mail order specialists, exhibition and display contractors and promoters, merchandising agents, warehousers, storers, packers, customs house brokers, shipping and forwarding agents, clearing agents, wharfingers, insurance brokers, carriers, hauliers and providers of all kinds of facilities in connection with or ancillary to any of the above businesses and all other businesses at the discretion of the Directors.
 - (b) To buy, sell, import, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.

REICHMANN & WING LIMITED
Rock House.

- (c) To carry on any other business which may seem to the Board of Directors capable of being carried on conveniently in connection with or as ancilliary to any business which the Company is authorised to carry on, or calculated directly or indirectly to benefit the Company, or to enhance the value or render profitable any of the Company's properties or rights.
- (d) To apply for, purchase or otherwise acquire any patents, licences, concessions, privileges and like rights, conferring a non-exclusive or exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.
- (e) To purchase, take on lease or in exchange, or hire or otherwise acquire any lands, houses, buildings, rights, machinery, plant, and any real or personal property or properties and chattels which the Board of Directors may think to be convenient or suitable for any purposes of the Company's business, and to purchase or otherwise acquire all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, and pay for any assets acquired by the Company in cash or shares, stock, debentures, debenture stock or obligations of the Company, whether fully paid or otherwise, or in any other manner.
- (f) To sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property or rights of the Company, and to sell the undertaking of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for cash, shares, debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other company.

- (g) To form, promote, subsidise and assist companies, syndicates and partnerships of all kinds which may be of assistance to the Company for any of the purposes of its business or which may have objects similar wholly or in part to the objects of the Company, whether directly or indirectly, and to subscribe for, and take any shares, stock, debentures, debenture stock or other obligations of any other companies, syndicates and partnerships.
- (h) To enter into partnerships or into any arrangement for sharing profits, union of interests, reciprocal concessions, co-operation, or otherwise, with any person or company carrying on a business similar to or which may be conveniently carried on with any business of the Company.
- (i) To borrow and raise money without restriction and to secure the same in such manner as may be expedient, and in particular by the issue of debentures or debenture stock, mortgages and charges, perpetual or otherwise, charged upon all or any of the Company's undertaking or property, both real and personal, present and future, including its uncalled capital; and for the purposes of or in connection with the borrowing or raising of money by the Company, to become a member of any Building Society.
- (j) To make, draw, accept, endorse, negotiate, discount and execute bills of exchange, promissory notes or other negotiable instruments.
- (k) To advance and lend money, with or without security, to such persons and upon such terms and subject to such conditions as may seem expedient.
- (l) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company and to remunerate any person or company for services rendered in placing or assisting to place any of the shares in the capital of the Company or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (m) To amalgamate with any other company with objects all or any of which are similar to the objects of the Company in any manner whatsoever (whether with or without a winding up of the Company).

- (n) To distribute among the Members in specie any property of the Company or any proceeds of sale, disposal, or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (o) To receive money on deposit or loan and to give credit to or guarantee, or become security for the performance of any contract by any person, company or association and to grant instalment, hire-purchase and leasing facilities upon such terms as may seem desirable in the interests of the Company.
- (p) To support or subscribe to any charitable object or any institution and to give pensions, bonuses, gratuities or assistance to any person who is serving or has served the Company, whether as a Director, employee or otherwise, and his family and dependants, to make payments towards insurance, and to establish, form and contribute to provident, superannuation and other similar funds and trusts, associations, clubs, schools and other institutions for the benefit of any such persons aforesaid.
- (q) 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 seem likely to assist or benefit the Company and to underwrite, subscribe for or otherwise acquire all or part of the shares of any such company as aforesaid.
- (r) To invest and deal with any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (s) To procure the Company to be registered or recognised in any country or place abroad.
- (t) To erect, construct, alter and maintain any plant, machinery, buildings or other structures which may be convenient for the business of the Company.

(u) To remunerate the Directors and employees of the Company and any other persons, companies or firms rendering services to the Company in such manner as may be thought expedient.

(v) To enter into any arrangement with any Government or other authority and to obtain from any such body all rights, concessions and privileges which may seem conducive to any of the Company's business.

(w) To carry out all or any of the objects of the Company in any part of the world either alone as principals or as agents, trustees, contractors, sub-contractors or in partnership or conjunction with any other person, firm, association, company or other body, or through agents or trustees, or by means of any subsidiary or auxiliary company or otherwise.


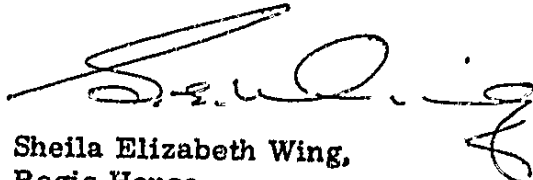
(x) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the word 'Company' in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed. It is also expressly declared that each Sub-clause of this Clause shall be construed independently of the other Sub-clauses hereof, and that none of the objects mentioned in any Sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-clause.

4. The liability of the Members is limited.

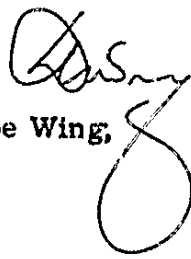
5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferential or special rights, privileges or conditions in accordance with the regulations of the Company.

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 (in words) taken by each Subscriber
 William John Reichmann, Regis House, 134, Percival Road, Enfield, Middlesex. Company Director	One
 Sheila Elizabeth Wing, Regis House, 134, Percival Road, Enfield, Middlesex. Company Director	One

DATED THIS - 1 FEB 1977

WITNESS to the above Signatures:


Donald Edward Gelsthorpe Wing,
Regis House,
134, Percival Road,
Enfield,
Middlesex.

Secretary

1310093/4

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

Articles of Association

- of -

COMPASSBEST LIMITED

PRELIMINARY

1. Clause 1 of Part I of Table A of the First Schedule to the Companies Act, 1948, shall apply for the purpose of construing these Articles.

2. The Company is a private company and the regulations contained or incorporated by reference in Part II of Table A, save in so far as they are hereinafter excluded and subject to the modifications hereinafter contained, shall be, together with these Articles, the regulations of the Company.

3. Clauses 24, 53, 71, 75, 79, 96 and 97 in Part I of Table A shall not apply to the Company.

SHARES

4. Subject to any directions which may be given by a General Meeting and to the other regulations of the Company, the shares in the capital of the Company may be allotted or otherwise disposed of for such consideration and upon such terms and at such times as the Directors may determine, but so that, except as provided by the Act, no shares shall be issued at a discount. When shares are issued at a premium, whether for cash or otherwise, the provisions of section 56 of the Act shall be observed.

5. Subject to any direction which may be given by a General Meeting all shares forming part of the original capital of the Company and for the time being unissued and all new shares shall, before issue be offered to members of the Company in proportion, as nearly as possible, to the number of shares held by them. The offer shall be made by notice specifying the number of shares offered and limiting the time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on receipt of an intimation from the person to whom the offer is made, that he declines the shares comprised in such offer, the Directors may dispose of those shares (subject to the other regulations of the Company) in such manner as they think proper. The Directors may likewise dispose of any such original or new shares as aforesaid which by reason of any difficulty in apportioning the same cannot be conveniently offered in accordance with the foregoing provisions.

LIEN

6. The lien conferred by Clause 11 of Part I of Table A shall attach to all shares, whether fully paid or not, and to all shares registered in the name of any person indebted within the meaning of that Clause whether he be the sole holder or one of two or more joint holders thereof.

TRANSFERS OF SHARES

7. Any share may be transferred by a member to a person who is already a member or to a relative of such member, or in the case of a member which is a company to a subsidiary or fellow subsidiary company thereof, and any share standing in the name of a deceased member may be transferred to any person becoming entitled under his or her will or intestacy or to such deceased member's personal representatives and, on any change of the trusteeship of shares held upon trusts, such shares may be transferred to the new and continuing trustees. The provisions of Clause 3 of Part II of Table A shall not apply to such transfers save to ensure that the number of members shall not exceed the prescribed limit or to prevent a transfer of a Share on which the Company has a lien.

PLEASE NOTE THAT
DUE TO THE POOR
QUALITY OF THE
FICHE SOME OF THE
FOLLOWING IMAGES
ARE ALSO OF POOR
QUALITY.

8. A Member wishing to dispose of all or any of his shares other than in accordance with the provisions of Article 7 shall give notice of the fact to the Directors and such notice shall constitute the Company as the agent of the transferor member for the purpose of effecting the transfer and all matters appertaining thereto. The Directors shall offer the said shares to the remaining members in proportion to their then holding of shares on the date when the offer is made and such members shall have an option to purchase all or any of the shares offered to them, this option remaining open for three calendar months from the date on which the offer is made. If, within this period, a purchasing member is found such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the transferor member, who shall be bound on payment of the fair value to transfer the share or shares to the purchasing member. If the transferor member fails to complete the transfer the Directors may authorise some person to transfer the share or shares to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share or shares. The transferor member shall deliver up his certificate and shall thereupon be paid the purchase money. In the event of any dispute as to the value of the shares, the transfer of the shares shall be effected at a fair price as fixed by the Auditor for the time being to the Company; if there is no dispute as to the value of the shares they may be transferred at any agreed price. Any shares not taken up before the offer lapses may, within a further period of twenty-eight days be transferred by the transferor member to any other person, provided that this Article shall not in any way remove from the Directors the power to refuse any transfer (other than a transfer made in accordance with Article 7) of which they disapprove.

9. The proviso at the end of Clause 32 of Part I of Table A shall be omitted.

PROCEEDINGS AT GENERAL MEETINGS

10. Clause 58 in Part I of Table A shall be modified by the omission of the word 'three' and the substitution of the word 'two' in paragraph (b).

BORROWING POWERS

11. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DIRECTORS

12. The Company shall not be subject to section 185 of the Act, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be obliged to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age. The words 'or 185' shall be omitted from paragraph (a) of Clause 88 of Part I of Table A.

13. The words 'in general meeting' shall be added at the end of Clause 78 of Part I of Table A.

14. A Director may vote in respect of any contract or arrangement in which he is interested, and sub-clause (2) of Clause 84 of Part I of Table A shall not apply to the Company. Sub-clause (4) of the said Clause 84 shall apply to the Company as though the words 'other than his own appointment or the arrangement of the terms thereof' were omitted.

15. Without prejudice to section 144 of the Act, the Company may by Extraordinary Resolution remove a Director before the expiration of his period of office and by Ordinary Resolution appoint another person as Director in his place. Such person appointed as aforesaid shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

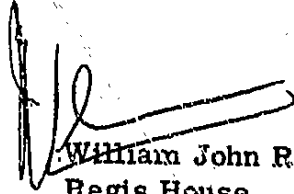
16. Any Director may by notice in writing to the Company appoint any person approved by resolution of the Directors to be an alternate Director to represent such Director and may limit his powers, duties and rights and remove him from office without notice to him. Such alternate Director while he holds office shall be entitled to notices of meetings of Directors and in the absence of the Director whom he represents to have and exercise all the powers, duties and rights which the Director appointing him would have had at such meetings, including the right to attend, speak and vote thereat, but he shall not require any qualification nor shall he be entitled to any remuneration from the Company and he shall ipso facto vacate office if and when the Director whom he represents vacates office. A person acting as an alternate Director shall be an officer of the Company and shall not be deemed to be the agent of the person whom he represents.

17. Until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than five.

FIRST DIRECTORS AND SECRETARY

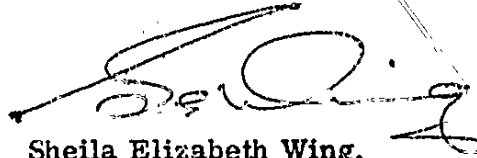
18. The first Secretary shall be Donald Edward Gelsthorpe Wing. The first Directors shall be appointed by the Subscribers to the Memorandum.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS



William John Reichmann,
Regis House
134, Percival Road,
Enfield,
Middlesex.

Company Director

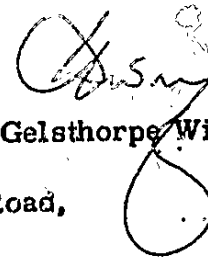


Sheila Elizabeth Wing,
Regis House,
134, Percival Road,
Enfield,
Middlesex.

Company Director

DATED THIS - 1 FEB 1977

WITNESS to the above Signatures:



Donald Edward Gelsthorpe Wing,
Regis House,
134, Percival Road,
Enfield,
Middlesex.

Secretary



CERTIFICATE OF INCORPORATION

No. **1310093**

I hereby certify that

COMPASSHEFT LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the
Company is Limited.

Given under my hand at Cardiff the

22ND APRIL 1977

D.A. Pendlebury
D. A. PENDLEBURY

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 TO 1976

1310093

COMPANY LIMITED BY SHARES

Special Resolution

OF

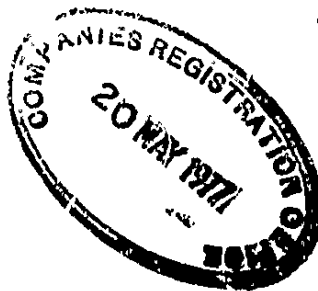
COMPASBEST LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the members of the above Company duly convened and held on the 22nd day of April 1977 the following SPECIAL RESOLUTION was duly passed:

"THAT the objects of the Company be altered by the deletion of sub-clause (a) from Clause 3 of the Company's Memorandum of Association and the substitution therefor of the new sub-clause shown in the Appendix attached hereto."

(Signed):

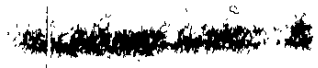
Secretary



Presented by:

Reichmann & Wing Limited,

(a) To acquire by purchase, lease, exchange or otherwise and to settle, improve, hold, lease, let, mortgage, sell, develop, cultivate, dispose of and otherwise deal with freehold and leasehold lands and premises of any estate and tenure and any rights and interests therein; to prepare sites for development and to erect, construct, reconstruct, consolidate, subdivide, alter, repair, pull down, rebuild, decorate, furnish and maintain, and to let, lease, mortgage, sell or otherwise dispose of flats, flatlets, houses, maisonettes, chalets, shops, factories, hotels and other buildings and structures of every kind whatsoever on any land of the company or elsewhere and whether furnished or unfurnished, and to provide facilities and services for the occupiers or tenants thereof or other persons, companies and other bodies therein; to grant easements, profits a prendre, mineral and other rights in, over or under the company's lands and to exercise or grant licences for the exercising of all rights conferred by or incidental to the ownership or possession of the company's properties, and generally to derive income from the company's properties; and to carry on business as land and estate agents, property managers, architects, surveyors, assessors, rent and debt collectors, builders, civil engineers and public works contractors, painters and decorators, general engineers and general contractors, proprietors of hotels, caravan sites, restaurants, flats and all other forms of residential, domestic and other accommodation; and all businesses of a like nature.



(e) To purchase, take on lease or in exchange, or hire or otherwise acquire any lands, houses, buildings, rights, machinery, plant, and any real or personal property or properties and chattels which the Board of Directors may think to be convenient or suitable for any purposes of the Company's business, and to purchase or otherwise acquire all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, and pay for any assets acquired by the Company in cash or shares, stock, debentures, debenture stock or obligations of the Company, whether fully paid or otherwise, or in any other manner.

(f) To sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property or rights of the Company, and to sell the undertaking of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for cash, shares, debentures or debenture stock or other obligations, whether fully

1310093

THE COMPANIES ACTS 1948 TO 1976

by R. 11/10/77 22.4.77

C. E. W. J.
Secretary

COMPANY LIMITED BY SHARES

Memorandum of Association

- of -

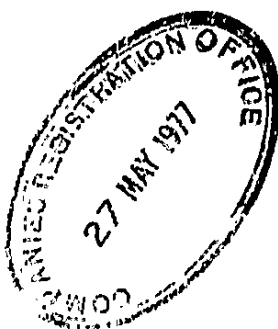
COMPASSBEST LIMITED

L. E. W. J.
21/1/77

1. The name of the Company is:-
"COMPASSBEST LIMITED" ✓
2. The Registered Office of the Company will be situate in England ✓
3. The objects for which the Company is established are:-

(a) To acquire by purchase, lease, exchange or otherwise and to settle, improve, hold, lease, let, mortgage, sell, develop, cultivate, dispose of and otherwise deal with freehold and leasehold lands and premises of any estate and tenure and any rights and interests therein; to prepare sites for development and to erect, construct, reconstruct, consolidate, subdivide, alter, repair, pull down, rebuild, decorate, furnish and maintain, and to let, lease, mortgage, sell or otherwise dispose of flats, flatlets, houses, maisonnettes, chalets, shops, factories, hotels and other buildings and structures of every kind whatsoever on any land of the company or elsewhere and whether furnished or unfurnished, and to provide facilities and services for the occupiers or tenants thereof or other persons, companies and other bodies therein; to grant easements, profits a prendre, mineral and other rights in, over or under the company's lands and to exercise or grant licences for the exercising of all rights conferred by or incidental to the ownership or possession of the company's properties; and to carry on business as land and estate agents, property managers, architects, surveyors, assessors, rent and debt collectors, builders, civil engineers and public works contractors, painters and decorators, general engineers and general contractors, proprietors of hotels, caravan sites, restaurants, flats and all other forms of residential, domestic and other accommodation; and all businesses of a like nature.

(b) To buy, sell, import, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.



COMPASSBEST LIMITED
11, Use,
1, Archival Road,
1, Archival Road,
1, Archival Road,

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- (c) To carry on any other business which may seem to the Board of Directors capable of being carried on conveniently in connection with or as ancillary to any business which the Company is authorised to carry on, or calculated directly or indirectly to benefit the Company, or to enhance the value or render profitable any of the Company's properties or rights.
- (d) To apply for, purchase or otherwise acquire any patents, licences, concessions, privileges and like rights, conferring a non-exclusive or exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.
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- (g) To form, promote, subsidise and assist companies, syndicates and partnerships of all kinds which may be of assistance to the Company for any of the purposes of its business or which may have objects similar wholly or in part to the objects of the Company, whether directly or indirectly, and to subscribe for, and take any shares, stock, debentures, debenture stock or other obligations of any other companies, syndicates and partnerships.
- (h) To enter into partnerships or into any arrangement for sharing profits, union of interests, reciprocal concessions, co-operation, or otherwise, with any person or company carrying on a business similar to or which may be conveniently carried on with any business of the Company.
- (i) To borrow and raise money without restriction and to secure the same in such manner as may be expedient, and in particular by the issue of debentures or debenture stock, mortgages and charges, perpetual or otherwise, charged upon all or any of the Company's undertaking or property, both real and personal, present and future, including its uncalled capital; and for the purposes of or in connection with the borrowing or raising of money by the Company, to become a member of any Building Society.
- (j) To make, draw, accept, endorse, negotiate, discount and execute bills of exchange, promissory notes or other negotiable instruments.
- (k) To advance and lend money, with or without security, to such persons and upon such terms and subject to such conditions as may seem expedient.
- (l) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company and to remunerate any person or company for services rendered in placing or assisting to place any of the shares in the capital of the Company or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
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- (o) To receive money on deposit or loan and to give credit to or guarantee, or become security for the performance of any contract by any person, company or association and to grant instalment, hire-purchase and leasing facilities upon such terms as may seem desirable in the interests of the Company.
- (p) To support or subscribe to any charitable object or any institution and to give pensions, bonuses, gratuities or assistance to any person who is serving or has served the Company, whether as a Director, employee or otherwise, and his family and dependants, to make payments towards insurance, and to establish, form and contribute to provident, superannuation and other similar funds and trusts, associations, clubs, schools and other institutions for the benefit of any such persons aforesaid.
- (q) 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 seem likely to assist or benefit the Company and to underwrite, subscribe for or otherwise acquire all or part of the shares of any such company as aforesaid.
- (r) To invest and deal with any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (s) To procure the Company to be registered or recognised in any country or place abroad.
- (t) To erect, construct, alter and maintain any plant, machinery, buildings or other structures which may be convenient for the business of the Company.

(u) To remunerate the Directors and employees of the Company and any other persons, companies or firms rendering services to the Company in such manner as may be thought expedient.

(v) To enter into any arrangement with any Government or other authority and to obtain from any such body all rights, concessions and privileges which may seem conducive to any of the Company's business.

(w) To carry out all or any of the objects of the Company in any part of the world either alone as principals or as agents, trustees, contractors, sub-contractors or in partnership or conjunction with any other person, firm, association, company or other body, or through agents or trustees, or by means of any subsidiary or auxiliary company or otherwise.

(x) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the word 'Company' in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed. It is also expressly declared that each Sub-clause of this Clause shall be construed independently of the other Sub-clauses hereof, and that none of the objects mentioned in any Sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-clause.

4. The liability of the Members is limited. ✓

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferential or special rights, privileges or conditions in accordance with the regulations of the Company. ✓

1310093 / 10

DEPARTMENT OF TRADE



£4000
£4000
COMPANIES
REGISTRATION

MINUTES OF AN EXTRAORDINARY GENERAL MEETING HELD ON 19TH
SEPTEMBER 1927 AT THE REGISTERED OFFICE OF THE COMPANY.

Present: Mr. D.T. Mumford (Chairman)
Mr. P.C. Appleton (Secretary)
Mr. K.D. Walker

1. CHANGE OF NAME

It was RESOLVED that the name of
the Company be changed to Unihab
Limited.

Certified a true copy

4

David T. Mumford
Chairman

W. H. Walker
Secretary
Bardrup
£40.00
1310093



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1310093

I hereby certify that

COMPASSWEST LIMITED

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

UNIRAS LIMITED

Given under my hand and Seal this **2ND NOVEMBER 1977**

D. A. Pendlebury
D. A. PENDLEBURY

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 TO 1981

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

37

001310093

Name of Company

UNIHAB

Limited*

*delete if
inappropriate†delete as
appropriatehereby gives you notice in accordance with section 63 of the Companies Act 1948 that (ordinary)~~(extraordinary)~~ resolution of the company dated 13th March 1986

the nominal capital of the company has been increased by the addition thereto of the sum of

£ 200,000 beyond the registered capital of £ 100

Note

This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies
within 15 days
after the passing
of the resolutionA printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
200,000	Ordinary	£1

(If any of the new shares are preference shares state whether they are redeemable or not)
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 follows:Please tick here if
continued overleaf†delete as
appropriate

Signed

[Director] [Secretary]† Date

24/3/86

Presenter's name, address and
reference (if any):Hamlin's Grammer & Hamlin
5 New Square, Lincoln's Inn
London WC2A 3RP
Ref. JMGFor official use
General section

Post room



UNIHAB LIMITED

Company No. 001310093

36

04 10

ORDINARY RESOLUTION

At an Extraordinary General Meeting of the above Company held at 2:05 p.m.
on the 13 day of March 1986 the following Resolutions
were duly passed as Ordinary Resolutions

1. That the capital of the Company be increased from £100 to £200,100 by the creation of 200,000 new Ordinary Shares of £1 each
2. That the directors of the Company be authorised to allot a total of 200,000 Ordinary Shares of £1 each in the capital of the Company to United Kingdom Housing Trust Limited (and in the case of one such share to T. ALCOCK on behalf of the said United Kingdom Housing Trust Limited) pursuant to a Letter of Application received by the Company from the said United Kingdom Housing Trust Limited on the 5th day of March 1986

.....
Company Secretary

Dated this 24th day of March 1986

CLASSI DATE
35 JUL 1986
CRO

Company No.1310093

41
The Companies Act 1985
Special Resolution of

Unihab Limited

Passed on 30 October 1986 at a General Meeting of the above named Company duly convened and held at 1 Chinchilla Drive, Beaver Estate, Hounslow, Middlesex. On the 30 October 1986 the following resolution was duly passed:-

1. THAT the objects of the Company as expressed in its Memorandum of Association shall be amended by the deletion from paragraph 3(n) of the words "among the Members" in the first line and the insertion in their place of the words "in accordance with the Company's Articles of Association".

2. THAT the Articles of the Company shall be amended as follows:-

(a) By the deletion of the word "and" from the first line of paragraph 3 and by the insertion after the numeral "97" in the first line of paragraph 3 of the additional numerals and words "114, 115, 116, 118, 119, 120, 121, 122, 128 and 135".

(b) By the insertion of an additional three Articles under the additional heading "DISTRIBUTION OF PROFITS AND ASSETS" and worded as follows:-

19. The word "dividend" in the first line of Clause 117 of Part 1 of Table A shall be deleted and shall be replaced by the words "payment and distribution of profits".

20. The Company shall not at any time pay or distribute to any of its members any of its profits or other property by way of dividend capitalisation of reserves or otherwise provided that the Company may by resolution in general meeting pay and distribute by deed or covenant in favour of United Kingdom Housing Trust Limited (whether or not United Kingdom Housing Trust Limited is a member of the Company) any of its profits that would otherwise be available for payment and distribution as a dividend but no such payment or distribution shall exceed the amount recommended by the directors and no such payment or distribution shall be made if such payment or distribution would have been invalid for the purposes of Section 26 or Section 27 Housing Act 1974 (as amended) if the Company had been a registered housing association for the purposes of the said sections.

Contd.....



21. If the Company shall be wound up and there remains after satisfaction of all its debts and liabilities any assets whatsoever the liquidator shall not pay or distribute any such assets amongst the members of the Company provided that the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Act, pay or transfer such assets in specie or kind to United Kingdom Housing Trust Limited (whether or not United Kingdom Housing Trust Limited is a member of the Company) or to some charitable institution or institutions having objects similar to the objects of the Company and having articles of association which shall prohibit the distribution of its or their profits and other property amongst its or their members to an extent at least as great as is imposed on the Company by virtue of Articles 19 and 20 of the Company such institution or institutions to be nominated to the liquidator by an extraordinary resolution of the members of the Company or if and so far as effect cannot be given to such provisions then to some charitable objects to be nominated to the liquidator by an extraordinary resolution of the members of the Company.

Signed

H. H. Hether

Secretary of Company
3.11.86

C

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

UNIHAB LIMITED

Incorporated the 22nd day of April, 1977

No. of Company

1310093

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THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

UNIHAB LIMITED

1. The name of the Company is Unihab Ltd.*
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (a) To acquire by purchase, lease, exchange or otherwise and to settle, improve, hold, lease, let, mortgage, sell, develop, cultivate, dispose of and otherwise deal with freehold and leasehold lands and premises of any estate and tenure and any rights and interests therein; to prepare sites for development and to erect, construct, reconstruct, consolidate, subdivide, alter repair, pull down, rebuild, decorate, furnish and maintain, and to let, lease, mortgage, sell or otherwise dispose of flats, flatlets, houses, maisonettes, chalets, shops, factories, hotels and other buildings and structures of every kind whatsoever on any land of the company or elsewhere and whether furnished or unfurnished, and to provide facilities and services for the occupiers or tenants thereof or other persons, companies and other bodies therein; to grant easements, profits a prendre, mineral and other rights in, over or under the company's lands and to exercise or grant licences for the exercising of all rights conferred by or incidental to the ownership or possession of the company's properties and generally to derive income from the company's properties; and to carry on business as land and estate agents, property managers, architects, surveyors, assessors, rent and debt collectors, builders, civil engineers and public works contractors, painters and decorators, general engineers and general contractors, proprietors of hotels, caravan sites, restaurants, flats and all other forms of residential, domestic and other accommodation; and all businesses of a like nature.

* The name of the Company was, on 2 November 1977, changed from Compassbest Limited to Unihab Limited.

- (b) To buy, sell, import, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.
- (c) To carry on any other business which may seem to the Board of Directors capable of being carried on conveniently in connection with or as ancilliary to any business which the Company is authorised to carry on, or calculated directly or indirectly to benefit the Company, or to enhance the value or render profitable any of the Company's properties or rights.
- (d) To apply for, purchase or otherwise acquire any patents, licences, concessions, privileges and like rights, conferring a non-exclusive or exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.
- (e) To purchase, take on lease or in exchange, or hire or otherwise acquire any lands, houses, buildings, rights, machinery, plant, and any real or personal property or properties and chattels which the Board of Directors may think to be convenient or suitable for any purposes of the Company's business, and to purchase or otherwise acquire all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this company is authorised to carry on, or possessed of property suitable for the purposes of the Company, and pay for any assets acquired by the Company in cash or shares, stock, debentures, debenture stock or obligations of the Company, whether fully paid or otherwise, or in any other manner.
- (f) To sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property or rights of the Company, and to sell the undertaking of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for cash, shares, debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other company.

- (g) To form, promote, subsidise and assist companies, syndicates and partnerships of all kinds which may be of assistance to the Company for any of the purposes of its business or which may have objects similar wholly or in part to the objects of the Company, whether directly or indirectly, and to subscribe for, and take any shares, stock, debentures, debenture stock or other obligations of any other companies, syndicates and partnerships.
- (h) To enter into partnerships or into any arrangement for sharing profits, union of interests, reciprocal concessions, co-operation, or otherwise, with any person or company carrying on a business similar to or which may be conveniently carried on with any business of the Company.
- (i) To borrow and raise money without restriction and to secure the same in such manner as may be expedient, and in particular by the issue of debentures or debenture stock, mortgages and charges, perpetual or otherwise, charged upon all or any of the company's undertaking or property, both real and personal, present and future, including its uncalled capital; and for the purposes of or in connection with the borrowing or raising of money by the Company, to become a member of any Building Society.
- (j) To make, draw, accept, endorse, negotiate, discount and execute bills of exchange, promissory notes or other negotiable instruments.
- (k) To advance and lend money, with or without security, to such persons and upon such terms and subject to such conditions as may seem expedient.
- (l) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company and to remunerate any person or company for services rendered in placing or assisting to place any of the shares in the capital of the Company, any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (m) To amalgamate with any other company with objects all or any of which are similar to the objects of the Company in any manner whatsoever (whether with or without a winding up of the Company).

- (n) To distribute in accordance with the Company's Articles of Association in specie any property of the Company or any proceeds of sale, disposal, or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (o) To receive money on deposit or loan and to give credit to or guarantee, or become security for the performance of any contract by any person, company or association and to grant instalment, hire-purchase and leasing facilities and leasing facilities upon such terms as may seem desirable in the interests of the Company.
- (p) To support or subscribe to any charitable object or any institution and to give pensions, bonuses, gratuities or assistance to any person who is serving or has served the Company, whether as a Director, employee or otherwise, and his family and dependants, to make payments towards insurance, and to establish, form and contribute to provident, superannuation and other similar funds and trusts, associations, clubs, schools and other institutions for the benefit of any such persons aforesaid.
- (q) To promote any other company for the purpose of acquiring the whole or any part of the business of or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which seem likely to assist or benefit the Company and to underwrite, subscribe for or otherwise acquire all or part of the share of any such company as aforesaid.
- (r) To invest and deal with any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (s) To procure the Company to be registered or recognised in any country or place abroad.
- (t) To erect, construct, alter and maintain any plant, machinery, buildings or other structures which may be convenient for the business of the Company.
- (u) To remunerate the Directors and employees of the Company and any other persons, companies or firms rendering services to the Company in such manner as may be thought expedient.
- (v) To enter into any arrangement with any Government or other authority and to obtain from any such body all rights, concessions and privileges which may seem conducive to any of the Company's business.

(w) To carry out all or any of the objects of the Company in any part of the world either alone as principals or as agents, trustees, contractors, sub-contractors or in partnership or conjunction with any other person, firm, association, company or other body, or through agents or trustees, or by means of any subsidiary or auxiliary company or otherwise.

(x) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed. It is also expressly declared that each Sub-clause of this Clause shall be construed independently of the other Sub-clauses hereof, and that none of the objects mentioned in any Sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-clause.

4. The liability of the Members is limited.

5. The share capital of the company is £200,100* divided into 200,000 Shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferential or special rights, privileges or conditions in accordance with the regulations of the Company.

* The share capital of the company was increased from £100 to £200,000 by the creation of £200,000 new Ordinary Shares of £1 each on 13 March 1986.

We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of the 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 (IN WORDS) TAKEN BY EACH SUBSCRIBER
William John Reichmann, Regis House, 134, Percival Road, Enfield, Middlesex. Company Director	One
Sheila Elizabeth Wing, Regis House, 134, Percival Road, Enfield, Middlesex. Company Director	One

DATED this 1st day of February 1977

WITNESS to the above Signatures:

Donald Edward Gelsthorpe Wing,
Regis House,
134, Percival Road,

Enfield,
Middlesex.

Secretary

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

UNIHAB LIMITED

PRELIMINARY

1. Clause 1 of Part I of Table A of the First Schedule to the Companies Act, 1948, shall apply for the purpose of construing these Articles.

2. The Company is a private company and the regulations contained or incorporated by reference in Part II of Table A, save in so far as they are hereinafter excluded and subject to the modifications hereinafter contained, shall be, together with these Articles, the regulations of the Company.

3. Clauses 24, 53, 71, 75, 79, 96, 97, 114, 115, 116, 118, 119, 120, 121, 122, 128 and 135 in Part I of Table A1 shall not apply to the Company.

SHARES

4. Subject to any directions which may be given by a General Meeting and to the other regulations of Company, the shares in the capital of the Company may be allotted or otherwise disposed of for such consideration and upon such terms and at such times at the Directors may determine, but so that, except as provided by the Act, no shares shall be issued at a discount. When shares are issued at a premium, whether for cash or otherwise, the provisions of section 56 of the Act shall be observed.

5. Subject to any direction which may be given by General Meeting all shares forming part of the original capital of the Company and for the time being unissued and all new shares shall, before issue be offered to members of the Company in proportion, as nearly as possible, to the number of shares held by them. The offer shall be made by notice specifying the number of shares offered and limiting the time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time or on receipt of an intimation from the person to whom the offer is made, that he declines the shares comprised in such offer, the Directors may dispose of those shares (subject to the other regulations of the Company) in such manner as they think proper. The Directors may likewise dispose

of any such original or new shares as aforesaid which by reason of any difficulty in apportioning the same cannot be conveniently offered in accordance with the foregoing provisions.

LIEN

6. The lien conferred by Clause 11 of Part I of Table A shall attach to all shares, whether fully paid or not, and to all shares registered in the name of any person indebted within the meaning of that Clause whether he be the sole holder or one of two or more joint holders thereof.

TRANSFERS OF SHARES

7. Any share may be transferred by a member to a person who is already a member or to a relative of such member, or in the case of a member which is a company to a subsidiary or fellow subsidiary company thereof, and any share standing in the name of a deceased member may be transferred to any person becoming entitled under his or her will or intestacy or to such deceased member's personal representatives and, on any change of the trusteeship of shares held upon trusts, such shares may be transferred to the new and continuing trustees. The provisions of Clause 3 of Part II of Table A shall not apply to such transfers save to ensure that the number of members shall not exceed the prescribed limit or to prevent a transfer of a Share on which the Company has a lien.

8. A Member wishing to dispose of all or any of his shares other than in accordance with the provisions of Article 7 shall give notice of the fact to the Directors and such notice shall constitute the Company as the agent of the transferor member for the purpose of effecting the transfer and all matters appertaining thereto. The Directors shall offer the said shares to the remaining members in proportion to their then holding of shares on the date when the offer is made and such members shall have an option to purchase all or any of the shares offered to them. This option remaining open for three calendar months from the date on which the offer is made. If, within this period, a purchasing member is found such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the transferor member, who shall be bound on payment of the fair value to transfer the share or shares to the purchasing member. If the transferor member fails to complete the transfer the Directors may authorize some person to transfer the share or shares to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share or shares. The transferor member shall deliver up his certificate and shall thereupon be paid the purchase money. In the event of any dispute as to the value of the shares, the transfer of the shares shall be effected at a fair price as fixed by the Auditor for the time being to the Company; if there is no dispute as to the value of the shares they may be transferred at any agreed price. Any shares not taken up before the offer lapses may, within a

further period of twenty-eight days be transferred by the transferor member to any other person, provided that this Article shall not in any way remove from the Directors the power to refuse any transfer (other than a transfer made in accordance with Art 7) of which they disapprove.

9 The proviso at the end of Clause 32 of Part I of Table A shall be omitted.

PROCEEDINGS AT GENERAL MEETINGS

10. Clause 58 in Part I of Table A shall be modified by the omission of the word 'three' and the substitution of the word 'two' in paragraph (b).

BORROWING POWERS

11. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DIRECTORS

12. The Company shall not be subject to section 185 of the Act, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be obliged to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age. The words 'or 185' shall be omitted from paragraph (a) of Clause 88 of Part I of Table A.

13. The words 'in general meeting' shall be added at the end of Clause 78 of Part I of Table A.

14. A Director may vote in respect of any contract or arrangement in which he is interested, and sub-clause (2) of Clause 84 of Part I of Table A shall not apply to the Company. Sub-clause (4) of the said Clause 84 shall apply to the Company as though the words 'other than his own appointment or the arrangement of the terms thereof' were omitted.

15. Without prejudice to section 184 of the Act, the Company may by Extraordinary Resolution remove a Director before the expiration of his period of office and by Ordinary Resolution appoint another person as Director in his place. Such person appointed as aforesaid shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

16. Any Director may by notice in writing to the Company appoint any person approved by resolution of the Directors to be an alternate Director to represent such Director and may limit his powers, duties and rights and remove him from office without notice to him. Such alternate Director while he holds office shall be entitled to notices of meetings of Directors and in the absence of the Director whom he represents to have and exercise all the powers, duties and rights which the Director appointing him would have had at such meetings, including the right to attend, speak and vote thereat, but he shall not require any qualification nor shall he be entitled to any remuneration from the Company and he shall ipso facto vacate office if and when the Director whom he represents vacates office. A person acting as an alternate Director shall be an officer of the Company and shall not be deemed to be the agent of the person whom he represents.

17. The Company should have not less than one, not more than ten Directors.

FIRST DIRECTORS AND SECRETARY

18. The first Secretary shall be Donald Edward Gelsthorpe Wing. The first Directors shall be appointed by the Subscribers to the Memorandum.

DISTRIBUTION OF PROFITS AND ASSETS

19. The word "dividend" in the first line of Clause 117 of Part 1 of Table A shall be deleted and shall be replaced by the words "payment" and distribution of profits".

20. The Company shall not at any time pay or distribute to any of its members any of its profits or other property by way of dividend, capitalisation of reserves or otherwise, provided that the Company may by resolution in general pay and distribute by deed of covenant in favour of United Kingdom Housing Trust Limited (whether or not United Kingdom Housing Trust Limited is a member of the Company) any of its profits that would otherwise be available for payment and distribution as a dividend but no such payment or distribution shall exceed the amount recommended by the directors and no such payment or distribution shall be made if such payment or distribution would have been invalid for the purposes of Section 26 or Section 27 Housing Act 1974 (as amended) if the Company had been a registered housing association for the purposes of the said sections.

21. If the Company shall be wound up and there remains after satisfaction of all its debts and liabilities any assets whatsoever, the liquidator shall not pay or distribute any such assets amongst the members of the Company provided that the liquidator may, with the sanction of an extraordinary resolution

of the Company and any other sanction required by the Act, pay or transfer such assets in specie or kind to United Kingdom Housing Trust Limited (whether or not United Kingdom Housing Trust Limited is a member of the Company) or to some charitable institutions having objects similar to the objects of the Company and having articles of association which shall prohibit the distribution of its or their profits and other property amongst its or their members to an extent at least as great as is imposed on the Company by virtue of Articles 19 and 20 of the Company such institution or institutions to be nominated to the liquidator by an extraordinary resolution of the members of the Company or if and so far as effect cannot be given to such provisions then to some charitable objects to be nominated to the liquidator by an extraordinary resolution of the members of the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

William John Reichmann,
Regis House
134, Percival Road,
Enfield,
Middlesex.

Company Director

Sheila Elizabeth Wing,
Regis House,
134, Percival Road,
Enfield,
Middlesex.

Company Director

DATED this 1st day of February 1977

WITNESS to the above Signatures:

Donald Edward Gelsthorpe Wing,
Regis House,
134, Percival Road,
Enfield,
Middlesex.

Secretary

UNIHABM/7

SPECIAL RESOLUTION ON CHANGE OF NAME

COMPANIES ACTS

COMPANY NUMBER 1310093 *44*
COMPANY NAME UNIHAB LIMITED

At an Extraordinary General ~~/Annual General~~ */General* Meeting of the members of the above named company, duly convened and held at:

1 Chinchilla Drive, Beaver Estate, Hounslow,

Middlesex TW4 7PP.

On the 8th day of December 1986

the following Special Resolution was duly passed:

That the name of the Company be changed to:

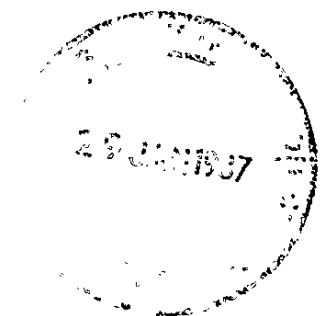
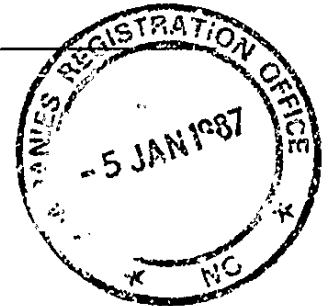
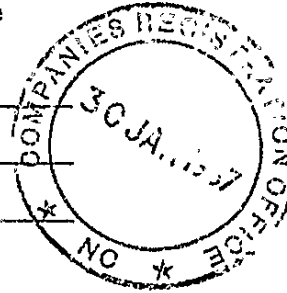
NEW NAME Kingdomwide Developments Limited ✓

Signature: *H. H. E. H.*
Chairman, Director, Secretary or Officer of the Company

Notes:

* Please delete as appropriate.

NB. The copy Resolution must be filed with the Registrar of Companies within 15 days after the passing of the Resolution. Please insert name and address to which the certificate is to be sent:



RBS £40.00
411760

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1310093

/45

I hereby certify that

UNIHAE LIMITED

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

Given under my hand at the Companies Registration Office,
Cardiff the 10TH FEBRUARY 1987

M. Moss.
MRS. M. MOSS

an authorised officer