

Company No 01825148

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

LONDON PARKCARE LIMITED

(as amended by special resolution
passed on 29 September 2008)

MONDAY



A24 *A4PBV3Q2* 59
06/10/2008
COMPANIES HOUSE

1 NAME

The Company's name is "LONDON PARKCARE LIMITED"

2 REGISTERED OFFICE

The registered office of the Company is to be situated in England and Wales

3 OBJECTS

3.1 The objects for which the Company is established are.

3.1.1 to carry on the businesses of a general commercial company, and

3.1.2 to carry on all or any of the businesses of management services, managing, owning and operating nursing homes, rest homes, old peoples' homes and clinics of all kinds including the provision of residential, medical, social, domestic and other facilities and equipment for the recuperation, care, attention, entertainment, enjoyment and well-being of the residents or patients therein and to fit-up, furnish and equip any property for the purpose of accommodating sick or convalescent or elderly persons or persons requiring treatment or care of any kind, to provide consultancy services in connection with any such purposes aforesaid and to engage in the marketing of the same or any of them, and to keep and publish registers, books, journals, pamphlets and information in any manner in connection therewith, to provide hotels, restaurants and other facilities for permanent or temporary accommodation of any persons, to buy, sell, lease, let on hire and deal in any equipment in connection with any such purposes aforesaid and

in all requisites for hospitals, patients and invalids, and to act as merchants generally,

3.1.3 to carry on business as a general commercial company, and

3.1.4 to carry on any trade or business whatsoever

3.2 In order that the Company has power to do all such things as are incidental or conducive to the carrying on of any trade or business by it and in addition and without prejudice to the generality of Clause 3 1 the further objects for which the Company is established are

3.2.1 Secure, guarantee and indemnify

To guarantee in any manner the payment of any moneys (including, without limitation, capital, principal, premiums, dividends, interest, commissions, charges, discount and any related costs or expenses whether on shares or other securities) and the performance of any contracts, liabilities, duties, obligations or engagements of any company, society, association, body, firm or person including without prejudice to the foregoing generality any company which is for the time being the Company's holding or subsidiary company or a subsidiary of such holding company, or otherwise associated with the Company in business and whether or not the Company receives directly or indirectly any benefit, consideration or advantage from that guarantee, and to secure the guarantee, payment, performance and obligations in such manner as the Company may think fit by granting any mortgage, charge, floating charge, assignment, pledge, lien or any other security upon the whole or any part of the Company's undertaking, property, revenue, or assets (whether present or future) including uncalled capital with powers of sale and such other provisions (including as to priority and ranking arrangements) as the Company may think fit For the purposes of this paragraph "guarantee" includes any obligation, however described, to pay, satisfy, provide funds for the payment or satisfaction of (including, without limitation, by advance of money, purchase of or subscription for shares or other securities and purchase of assets or services), or otherwise be responsible for, any indebtedness of any other person

To enter into any indemnity or other arrangement in relation to the discharge of any liabilities or observance or performance of any kind of obligations of any company, society, association, body, firm or person including without prejudice to the foregoing generality any company which is for the time being the Company's holding or subsidiary company or a subsidiary of such holding company, or otherwise associated with the Company in business and whether or not the Company receives directly or indirectly any benefit, consideration or advantage from it, and to secure any such indemnity or arrangement or the discharge of any liabilities or the performance of any such obligations in such manner as the Company may think fit by granting any mortgage, charge, floating charge, assignment, pledge, lien or any other security upon the whole or any part of the Company's undertaking, property, revenue, or assets (whether present or

future) including uncalled capital with powers of sale and such other provisions (including as to priority and ranking arrangements) as the Company may think fit

3.2.2 Organise and financially assist

To organise, establish, promote, incorporate, reorganise, finance, aid and assist, financially or otherwise any existing or future company, group of companies, partnership, joint venture, consortium or any other business association or any kind wherever situated To place, underwrite or guarantee the subscription of shares, securities or notes of any kind in any existing or future company and to make and carry into effect arrangements for the issue, underwriting, resale, exchange or distribution thereof

To the extent that the same is permitted by law, to give financial assistance for the purpose of the acquisition of shares in the Company and/or in any company which is for the time being the Company's holding company and to give such assistance by any means permitted by law

To co-ordinate, finance, supervise, control and manage the administration, policies, management, planning, trading and all other activities of any business or operation of any person in which the Company has an interest

3.2.3 Borrow and raise money and create and issue securities etc

To borrow, raise money and secure the payment of money and to accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in debentures, notes or bonds and any other instruments and securities the directors think fit for any purpose the directors think fit and to enter into any guarantee, contract of indemnity or suretyship

3.2.4 Lend money and provide credit

To advance, deposit or lend money, securities and/or property or provide credit to any person with or without security

3.2.5 Invest funds

To invest and deal with the money and funds of the Company in any way the directors think fit including to hold, dispose of or otherwise deal in shares, stocks, options, warrants, debenture stock, bonds, notes, certificates of deposit, bills of exchange and securities of all kinds and from time to time to sell, deal in, exchange, vary or dispose of any of the foregoing

To acquire any such shares, stocks, options, warrants, debentures, debenture stock, bonds, notes, obligations, certificates of deposit, bills of exchange and securities of all kinds by original subscription, tender, purchase, exchange or otherwise, to subscribe for the same either conditionally or otherwise, to enter into underwriting and similar contracts with respect thereto and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof

3.2.6 Deal with investments

To exercise and enforce all rights and powers conferred by or incidental to the ownership of any shares, stocks, options, warrants, debentures, debenture stock, bonds, notes, obligations, certificates of deposit, bills of exchange or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof and to provide managerial and other executive, supervisory and consultant services for or in relation to any company in which the Company is interested upon such terms as may be thought fit

3.2.7 Issue securities etc

To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose

3.2.8 Distribute property

To distribute any of the Company's property and any proceeds of sale or disposal of any of the Company's property among its creditors and members in specie or kind

3.2.9 Enter into contracts, agreements etc

To enter into contracts, agreements and arrangements with any person for the carrying out by that person on behalf of the Company of any object for which the Company is formed

To enter into any arrangement with a government or authority, whether national, international, supreme, municipal, local or otherwise, that may in the opinion of the directors be conducive to any object of the Company, and to obtain from that government or authority any right, privilege or concession which in the opinion of the directors is desirable, and to carry out, exercise and comply with that arrangement, right, privilege or concession

3.2.10 Act as agent

To establish, grant and take up agencies, and to do all other things the directors may deem conducive to the carrying on of the Company's business as principal or agent, and to remunerate any person in connection with the establishment or granting of an agency on the terms and conditions the directors think fit

3.2.11 Enter into partnerships, joint ventures etc

To acquire an interest in, or amalgamate, or enter into partnership, or any profit-sharing arrangement, or joint venture, or co-operate, or have a reciprocal concession, or union of interests, or participate in any way with any other person or any employees of the Company To lend money to, guarantee the contracts of, and otherwise assist that person or those employees, and to take and otherwise acquire an interest in that person's shares or other securities and to sell, hold, re-issue, with or without guarantee, and otherwise deal with those shares or other securities

3.2.12 Make acquisitions

To acquire, undertake and carry on the whole or any part of the business, property and liabilities of any person carrying on any business which may in the opinion of the directors be capable of being conveniently carried on by the Company, or calculated directly or indirectly to enhance the value of or make profitable any of the Company's property or rights, or any property suitable for the purposes of the Company including, but without limitation to carrying on business as a holding and investment company

3.2.13 Deal with property

To sell, lease, exchange, charge, let on hire, grant licenses, easements, options and other rights over and in any other manner deal with or dispose of any real or personal property and the whole or part of the undertaking of the Company, for such consideration as the directors think fit, including, without limitation, for shares, debentures or other securities, whether fully or partly paid up, of any person, whether or not having objects (altogether or in part) similar to those of the Company To hold any shares, debentures and other securities so acquired, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose of, grant options over, turn to account or otherwise deal with all or any part of the property or rights of the Company so acquired

3.2.14 Purchase, lease, manage and maintain property etc

To purchase, take on lease, exchange, or otherwise acquire, by way of investment land, buildings, houses, easements, concessions, in any part of the world and any estate or interest or right therein, including freehold or leasehold ground rents, reversions, mortgages, charges and annuities, to alter, improve, extend, add to, rebuild, replace, or repair any buildings, structures or other property; to sell, demise, let or grant licences in respect of the whole or any part of the property of the Company on such terms as the Company shall determine, and to manage and maintain land, buildings and other property whether belonging to the Company or not and to collect rents and income and to supply tenants, occupiers or licensees, whether of the property of the Company or not and others with meals, refreshments, power, light, gas, heat, water and any other services

To build, construct, maintain, alter, enlarge, pull down, remove and replace any buildings, shops, factories, offices, works, machinery and engines, and to work, manage and control these things and to carry on business as builders, contractors and engineers

3.2.15 Buy, sell, manufacture plant and machinery etc

To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire, import, export and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for the purpose of any of the businesses specified herein, or which may be required by persons having, or about to have, dealings with the Company

3.2.16 Mining

To acquire and exploit lands, mines and mineral rights and to explore for and exploit any natural resources

3.2.17 Act as financiers, brokers etc

To act as promoters and entrepreneurs and to carry on business as financiers, capitalists, concessionaires, brokers, dealers, agents and to undertake and carry on and execute all kinds of investment, financial, commercial and other operations

3.2.18 Entertainment business

To provide technical, cultural, artistic, educational, entertainment or business material, facilities, information or services and to carry on any business involving any such provision

3.2.19 Create, apply for, purchase and sell etc intellectual property

To create, apply for, purchase and by other means acquire, protect, prolong and renew any

- (a) patents, registered trade marks, registered designs, applications and rights to apply for any of those rights,
- (b) unregistered trade marks, copyrights, topography rights, database rights, moral rights, know-how, trade secrets, confidential information, rights in designs and inventions,
- (c) trade, business and company names, internet domain names and e-mail addresses,
- (d) the goodwill attaching to any of the above rights, and
- (e) any forms of protection of a similar nature and having equivalent or similar effect to any of them which may subsist anywhere in the world,

and to use, turn to account, manufacture under and grant licences and privileges in respect of those things, and to sell or otherwise dispose of or work, develop, exercise and promote the discovery of any of those things and to spend money in experimenting with, testing, researching, improving and seeking to improve any of those things and to carry on the business of an inventor, designer or research organisation

3.2.20 Advertise the business

To adopt any means of publicising, marketing and advertising the businesses, services and products of the Company as the directors think fit, including, without limitation, advertisement, publication and distribution of notices, circulars, books and periodicals, the purchase and exhibition of works of art and interest and granting and making of prizes, rewards and donations

3.2.21 Charitable support

To support, subscribe to and contribute to any charitable or public object and any institution, society and club which may be for the benefit of the Company or persons who are or were directors, officers or employees of the Company, its predecessor in business, any subsidiary of the Company or any person allied to or associated with the Company, or which may be connected with any town or place where the Company carries on business. To subsidise and assist any association of employers or employees and any trade association

3.2.22 Employee share ownership

To establish and contribute to any scheme for the purchase or subscription by trustees of shares or other securities of the Company to be held for the benefit of the employees of the Company, any subsidiary of the Company or any person allied to or associated with the Company, to lend money to those employees or to trustees on their behalf to enable them to purchase or subscribe for shares or other securities of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with employees

3.2.23 Grant pensions etc

To grant or procure the grant of pensions, annuities, gratuities and superannuation or other donations, allowances and benefits, including allowances on death, to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or who the Company considers have any moral claim on the Company or to their relations, connections or

dependants, and to establish or support any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and to make payments towards insurances or other arrangements likely to benefit any such persons or otherwise advance the interests of the Company or of its members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its members or for any national, charitable, benevolent, educational, social, public, general or useful object

3.2.24 Promote Acts of Parliament

To apply for, support, promote and obtain any Act of Parliament and any order or licence of any government department or authority to enable the Company to carry any of its objects into effect, to effect any modification of the Company's constitution and for any other purpose which the directors think fit, and to oppose any proceeding or application which may in the opinion of the directors be calculated or likely to directly or indirectly prejudice the Company's interests

3.2.25 Directors' and officers' insurance etc

To purchase and maintain insurance for the benefit of any person who is or was at any time an officer or employee of the Company, a subsidiary of the Company or a company in which the Company has or had an interest (whether direct or indirect) or who is or was trustee of any retirement benefits scheme or any other trust in which any officer or employee or former officer or employee is or has been interested including (without prejudice to the generality of the foregoing), indemnifying that person against liability for negligence, default, breach of duty or breach of trust or any other liability which may lawfully be insured against

3.2.26 Sales, disposals, gifts etc

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 see fit, and in particular for shares, debentures, or securities of any company purchasing the same

3.2.27 Pay expenses associated with formation

To pay out of the funds of the Company all or any expenses which the Company may lawfully pay preliminary or incidental to the formation and incorporation of the Company and the registration or incorporation of the Company in or under the laws of any place outside England, and the promotion and advertising of and raising money for the Company and the issue of its shares or other securities, including, without limitation, those incurred in connection with the advertising and offering of its shares or other securities for sale or subscription, brokerage and commissions for obtaining applications for and taking, placing, underwriting or procuring the underwriting of its shares or other securities

3.2.28 Cease carrying on business

To cease carrying on or wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory

3.2.29 Act as or through any person or persons

To do all or any of the things provided in any paragraph of this Clause 3 in any part of the world, as principal, agent, contractor, trustee or otherwise, and by or through trustees, agents, subcontractors or otherwise either alone or with another person or persons

3.2.30 Advantageous and ancillary acts

To carry on any other trade, business or activity which can in the opinion of the directors be capable of being advantageously carried on by the Company or may be conveniently carried on or done directly or indirectly in connection with or ancillary to any trade, business or activity of the Company or any of its subsidiaries or otherwise to advance the interests of the Company or its members

3.3 None of the objects specified in each paragraph of this Clause 3 shall be restrictively construed and the widest interpretation shall be given to each provision. None of the provisions in this Clause 3 shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other term or provision in any other paragraph or clause or by reference to or inference from the name of the Company

3.4 Each of the objects specified in each paragraph of this Clause 3 shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other paragraph

3.5 In this Clause 3, a reference to

3.5.1 a “person” includes a reference to a body corporate, association or partnership whether domiciled in the United Kingdom or elsewhere and whether incorporated or unincorporated,

3.5.2 a “subsidiary” or “holding company” is to be construed in accordance with section 736 of the Companies Act 1985, and

3.5.3 “securities” shall include any fully, partly or nil paid or no par value share, stock, unit, debenture or loan stock, deposit, receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation

3.6 The headings in this Clause 3 do not affect its construction or interpretation

4 MEMBERS' LIABILITY

The liability of the members is limited

5 SHARE CAPITAL

The share capital of the Company is £100 divided into 100 ordinary shares of £1 each