



Please do not
write in this
binding margin



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

* Insert full name
of Company

† Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
Scotland "a
Solicitor")
engaged in the
formation of the
company, or
a person named
as director or
secretary of the
company in the
statement delivered
under section 21 of the
Companies Act
1976

THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements on application for registration of a company

Form No. 41a

41a

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

[]	[]	[]	[]
[]	[]	[]	[]

1867535

Name of Company

TABERCOURT LIMITED

I, KEITH STEPHEN DUNGATE
of 112 CITY ROAD, LONDON, EC1V 2NE

do solemnly and sincerely declare that I am a person named as secretary of the Company in the statement delivered under section 21 of the Companies Act 1976

of TABERCOURT LIMITED

and that all the requirements of the Companies Acts 1948 to 1980
in respect of the registration of the said company
and of matters precedent 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 28 Pickford Lane,
Bexleyheath,
Kent

the second day of November
One thousand nine hundred and eighty four

before me [Signature]
A Commissioner for Oaths or Notary Public or Justice of the
Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

Signature of Declarant

[Signature]

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

LAA FORMATIONS
112 City Road,
London, EC1V 2NE

For official use

New companies section

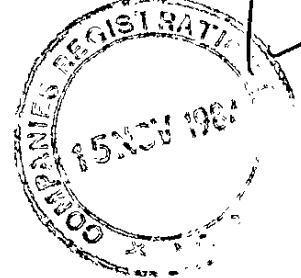
Post room

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14.11.84



1867535



THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

Memorandum of Association

-OF-

TABERCOURT LIMITED



1. The name of the Company is " Tabercourt 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 business as property owners, managers and administrators, house, land and estate agents and managers, rent collectors, builders and contractors, painters, decorators, carpenters, joiners, plumbers, electricians, removal contractors, depository proprietors and insurance agents; to provide for the cost of acquisition, insurance, management, maintenance, repair and other works that may be necessary by collecting and obtaining from the owners or tenants of the property such proportionate contributions and payments as may from time to time be determined and to insure and manage the property and maintain in good repair the roof, main structure, driveways, paths, garden and other parts thereof reserved to the Lessor thereof and with a view thereto to enter into and carry into effect with such modification as may be necessary, repairs or alterations as may be agreed upon.

- (B) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or as ancillary to the objects of the Company.
- (C) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop, or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (D) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (E) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (F) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (G) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem desirable.

- (H) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (I) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (J) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (K) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants and other negotiable documents.
- (L) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (M) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (N) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

- (O) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (P) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- (Q) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (R) To distribute any property of the Company in specie among the members.
- (S) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained 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 with power to increase or to divide the Shares in the Capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise as the Articles of Association may from time to time prescribe. ✓

WE, the several persons whose Names, Addresses and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

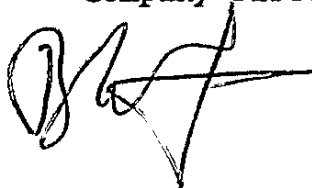
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
PAUL FREDERICK PAYNE, 112, City Road, London EC1V 2NE. Company Director.	One
KEITH STEPHEN DUNGATE, 112, City Road, London EC1V 2NE. Company Formation Agent.	One

D A T E D the 2nd day of November 1984

WITNESS to the above Signatures :-

BRIAN ROBERT GRIFFIN,
112, City Road,
London EC1V 2NE.

Company Director.



THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

Articles of Association

1867535

4

--OF--

TABERCOURT LIMITED

PRELIMINARY

1. Subject as hereinafter provided the Regulations set out in Table "A" in the First Schedule to the Companies Act 1948 (hereinafter called Table "A") as amended by the Companies Acts 1967 to 1981 shall apply to this Company.

2. The following clauses of Table "A" shall not apply to this Company videlicet: 22, 24, 58, 75, 79, 84(2), 84(4), 88, 89, 90, 91, 92, 110, 123, 124, 126 and 130.

SHARES

3. Unless otherwise determined by the Company in General Meeting the unissued Share Capital of the Company at the date of the adoption of these Articles shall be under the control of the Directors who shall in accordance with Sections 14 and 17 of the Companies Act 1980 allot and dispose of or grant options over the same to such persons, and on such terms, and in such manner as they think fit PROVIDED that the authority herein contained shall expire, unless otherwise previously resolved or varied by the Company in General Meeting, on the date being five years from the date of incorporation of the Company.

LIEN

4. The lien conferred by Clause 11 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 or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER OF SHARES

5. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

6. The instrument of transfer of any fully-paid share shall be executed by or on behalf of the transferor who shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

PROCEEDINGS AT GENERAL MEETINGS

7. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

SECRETARY

8. The Secretary shall be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.

DIRECTORS

9. The number of Directors shall not be less

than one nor more than seven. The first Directors of the Company shall be as named in the statement delivered pursuant to Section 21 of the Companies Act 1976.

10. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

11. Subject to the provisions of Section 199 of the Companies Act 1948, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS

12. 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.

ALTERNATE DIRECTOR

13. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

DISQUALIFICATION OF DIRECTORS

14. The office of Director shall be vacated if the Director:-

- (a) ceases to be a Director by virtue of

Section 182 or 185 of the Companies Act 1948;
or

- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) becomes prohibited from being a Director by reason of any order made under Section 188 of the Companies Act 1948 or under Section 28 of the Companies Act 1976; or
- (d) becomes of unsound mind; or
- (e) resigns his office by notice in writing to the Company; or
- (f) shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period.

ACCOUNTS

15. The Directors shall cause accounting records to be kept in accordance with Section 12 of the Companies Act 1976.

16. The accounting records shall be kept at the registered office of the Company or, subject to Section 12(6) and (7) of the Companies Act 1976, at such other place or places as the Directors think fit, and shall always be open to the inspection of the officers of the Company.

17. The Directors shall from time to time, in accordance with Sections 150 and 157 of the Companies Act 1948 and Sections 1, 6 and 7 of the Companies Act 1976, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.

18. In Clause 127 of Table "A" after the words "auditors' report" there shall be inserted the words "and Directors' report".

AUDITORS

19. Auditors shall be appointed and their duties regulated in accordance with Section 161 of the Companies Act 1948, Section 14 of the Companies Act 1967 and Sections 13 to 18 of the Companies Act 1976.

INDEMNITY

20. Subject to Section 203 of the Companies Act 1948 and in addition to such indemnity as is contained in Clause 136 of Table "A", every Director, officer, or official of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

PAUL FREDERICK PAYNE,
112, City Road,
London EC1V 2NE.

Company Director.

KEITH STEPHEN DUNGATE,
112, City Road,
London EC1V 2NE.

Company Formation Agent.

D A T E D the 2nd day of November 1984

WITNESS to the above Signatures :-

BRIAN ROBERT GRIFFIN,
112, City Road,
London EC1V 2NE.

Company Director.

THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and
secretary and intended situation
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

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

Name of Company

Company number

1867535

TABERCOURT

Limited

* delete if
inappropriateThe intended situation of the registered office of the company
on incorporation is as stated below

112 CITY ROAD, LONDON, EC1V 2NE

If the memorandum is delivered by an agent for the subscribers of
the memorandum please mark 'X' in the box opposite and insert the
agent's name and address below

X

LAW & ACCOUNTANCY (AGENCY SERVICES) LIMITED

112 CITY ROAD

LONDON, EC1V 2NE

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statementPresenter's name, address and
reference (if any):Law & Accountancy
(agency services) Ltd.
112 City Road,
London, EC1V 2NE

Tel: 01-250-1410

For official use

General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	PAUL FREDERICK PAYNE	Business occupation	COMPANY DIRECTOR
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	112 CITY ROAD	Date of birth (where applicable) (note 6)	
	LONDON EC1V 2NE		
Particulars of other directorships (note 5)			
LAW & ACCOUNTANCY(AGENCY SERVICES) LIMITED			
I hereby consent to act as director of the company named on page 1			
Signature		Date 2/11/84	

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	KEITH STEPHEN DUNGATE
Former name(s) (note 3)	
Address (notes 4 & 7)	112 CITY ROAD
	LONDON EC1V 2NE
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 2/11/84

Signed by or on behalf of the subscribers of the memorandum*

Signature	Subscriber	† Date	2/11/84
Signature	Subscriber	† Date	2/11/84

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1867535

I hereby certify that

TABERCOURT LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the

29TH NOVEMBER 1984

D. G. Blackstock

D. G. BLACKSTOCK
an authorised officer