

**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block
lettering*Insert full name of
company†Delete as
appropriate

To the Registrar of Companies

For official use For official use

[] [] [] []

2057655

Name of company

* CONSORTIUM DEVELOPMENTS (OXFORDSHIRE) LIMITED

I, Susan Elizabeth Woodbridge
of Denning House
90 Chancery Lane
London WC2A 1EU

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
~~(person named as director or secretary of the company in the statement delivered to the registrar under section 10(2)(b))~~ and that all the requirements of the above Act in respect of the registration of
the above company and of matters precedent and incidental to it 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

More House
Gray Street
London WC2

Declarant to sign below

the 1st day of SeptemberOne thousand nine hundred and 86

before me

R. T. SutcliffeS. Woodbridge

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

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

MJC/RKS

Denton Hall Burgin & Warrens
Denning House
90 Chancery Lane
London WC2A 1EU

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New Companies Section

Post room





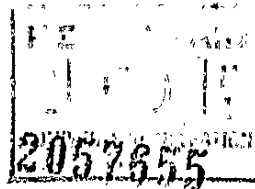
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

CONSORTIUM DEVELOPMENTS (OXFORDSHIRE) LIMITED

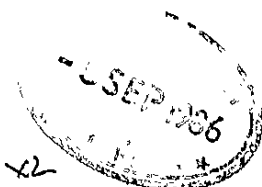


1. The Company's name is "Consortium Developments (Oxfordshire) Limited".
2. The Company's registered office is to be situated in England.
3. The Company's objects are: -
 - (A) To carry on all or any of the businesses of a Property Investment Company and a Property Dealing Company and as mortgage and insurance brokers, lessees and lessors, business transfer agents, auctioneers, valuers, surveyors, estate agents, bailiffs, bailees, managing agents, estate developers and development agents; to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases and other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same; and to vary any of the investments of the Company, construct, reconstruct, alter, improve, decorate, furnish and maintain offices, houses, flats, apartments, service suites, hotels, shops, factories, warehouses, buildings, garages, works and conveniences of all kinds, to consolidate or connect or subdivide properties and to lease or otherwise dispose of the same, and to advance money to and enter into contracts with builders, tenants and others and generally to finance building operations of every description; and to manage any land, buildings, or other property as aforesaid, whether belonging to the Company or not, and to collect rents and income; and to undertake and provide Management, Administration and Consultancy Services of all kinds and to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to establish, carry on, develop and extend the same or

Denton, Hall, Burgin,
& Warrens

Child to
S100

002342



sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any companies of which this Company is a Member or which are in any manner controlled by, or connected with this Company; and to carry out construction contracts, development contracts, project management agreements and agreements for provision of ancillary and related services.

(B) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(C) Beneficially or on trust to purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(D) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(E) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

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

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

(H) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner, and to be a party to any agreement or arrangement whereby any company, firm or person agrees to guarantee or stand surety for the Company or to indemnify any person in respect of any default of the Company and to counter-indemnify any such company, firm or person in respect of any such guarantee, suretyship or indemnity.

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

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

(K) To apply for, promote and obtain any Act of Parliament, order or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purposes which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem

calculated directly or indirectly to prejudice the Company's interests.

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

(M) To subscribe for, take, purchase or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(N) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operation of or generally with respect to any such company or companies.

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

(P) To sell, assure 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 and upon such terms as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same, or in accordance with any trusts upon which the same are held by the Company.

(Q) To act as agents or brokers and as trustees for any person, firm or company or any group comprised of any such and to undertake and perform contractual obligations in such capacity.

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

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

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

(U) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

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

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

(X) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.


4. The liability of the Members is limited.

5. The Company's share capital is £120 divided into 1,200 shares of 10p each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and to attach thereto any preferred, deferred or other special rights, privileges or conditions as regard dividends, repayment of capital, voting or otherwise.


We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and Addresses
of Subscribers

Number of shares
taken by each
Subscriber

- 
1. Michael John Cox
For and on behalf of
Gray's Inn Nominees Limited,
Denning House,
90 Chancery Lane,
London WC2A 1EU

1

- 
2. Michael John Cox
For and on behalf of
DH&B Nominees Limited,
Denning House,
90 Chancery Lane,
London WC2A 1EU

1

Total shares taken

2

Dated 2nd September 1986

Witness to the above signatures,

Simon L. Haynes

Simon Laurence Haynes
Denning House
90 Chancery Lane
London WC2A 1EU

THE COMPANIES ACT 1985 ("the Act")

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

2057655

of

CONSORTIUM DEVELOPMENTS (OXFORDSHIRE) LIMITED

PRELIMINARY

1.(a) In these Articles "table A" means Table A as prescribed in Statutory Instrument No. 805 for 1985 as amended at the date hereof.

(b) The regulations contained in Table A, save as excluded or varied by or inconsistent with these Articles shall apply to the Company and together with these Articles constitute the regulations of the Company.

INTERPRETATION

2. In these Articles: -

"the Board" means the Board of Directors of the Company present at a duly convened meeting of the Directors at which a quorum is present;

"the Auditors" means the auditors for the time being of the Company.

SHARE CAPITAL AND SHARES

3. The authorised share capital of the Company at the date of adoption of these Articles is £120 divided into 1,200 Ordinary Shares of 10p each.

4. The Company may from time to time by Special Resolution increase the share capital by such sum, to be divided into shares of such amount, as the Resolution shall prescribe. Any capital raised by the creation of new shares shall be considered as part of the original share capital of the Company and shall be subject to the same provisions with respect to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the original share capital. Regulations 2 and 32(a) of Table A shall not apply to the Company.

5. During the period of five years from the date of adoption of these Articles the Directors are authorised without further limitation to offer, allot, grant options over or otherwise dispose of up to £1 million in nominal amount of relevant securities (as defined in Section 80(2) of the Act) to such persons at such times and for such consideration and upon such other terms and conditions as the Directors may determine and to make any offer or agreement of the kind referred to in Section 80(7) of the Act. Section 89(1) of the Act shall not apply to the Company.

6. The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Regulation. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

TRANSFER OF SHARES

7. No share shall be sold or transferred by any Member or other person entitled thereto save in accordance with the following Articles.

8. (A) Subject to and in accordance with the provisions of the Act the Company may purchase any of its own shares (including any redeemable shares) on such terms and in such manner as the Company by special resolution and in accordance with the Act may think fit.

(B) Subject to Article 10 hereof any member being a corporation may at any time without prior consent transfer all (but not part only) of its shares to a company which is a holding company or a subsidiary of it (both as defined in Section 736 of the Act).

(C) Except where a transfer is made pursuant to (A) or (B) above, in the event of any Member or other person (hereinafter called "the Vendor") desiring to transfer any of his shares ("a Shareholding") he shall give written notice ("a Transfer Notice") of such desire and such notice may only be given in respect of all (but not part only) of his shares to the Secretary of the Company who shall, forthwith after the fair value thereof has been fixed in accordance with Article 9, offer such Shareholding at such fair value to the other Members of the Company in equal shares and invite each of them to state in writing within 28 days from the date of the said offer whether he is willing to purchase his allocation of the Shareholding. If at the expiration of the said period each of the other Members has indicated his willingness to purchase the shares offered to him the Directors shall allocate the said shares equally to or amongst the other

Members. Upon any such allocation as aforesaid being made the Vendor shall be bound, on payment of the purchase price within one month from the date of such allocation, to transfer the shares to the purchasers in such manner as they shall direct and, if he shall make default in so doing, the Directors may receive and give a good discharge for the purchase money on behalf of the Vendor and may authorise some person to execute a transfer of such shares in favour of the purchasers, and may enter the names of the purchasers in the register of Members as the holders by transfer of the said shares so purchased by them.

(D) If any Member indicates unwillingness to purchase all or any of the shares offered to him as above the Vendor's Shareholding shall not be transferred to the other Members but may be transferred within 3 calendar months after the expiration of the said period of 28 days to any person approved by all the other Members (provided that a Vendor sells all his shares to a single purchaser) at a price not less than the fair value established in respect of the said shares under Article 9 provided that if a majority in number of the existing Members requires the Vendor, by notice in writing during such 3 month period, to transfer (at a price not less than the fair value) his Shareholding to any person or persons specified in such notice the Vendor shall be bound so to transfer within one month of the date of such notice. If within such period of 3 calendar months the Vendor shall wish to transfer his Shareholding at a price less than the said fair value he shall be entitled to do so within that period provided that such shares shall have been first offered to the existing Members of the Company as provided in Article 8(C) hereof at that lower price and provided further that in respect of any Shareholding not purchased by the existing Members a majority in number of such Members may issue to the Vendor a notice requesting transfer to another person at that lower price which shall be binding on the Vendor and otherwise in all respects on terms of the notice mentioned above in this paragraph (D) (*mutatis mutandis*). In relation to such offer at a lower price and in relation to any default on the part of the Vendor to transfer shares in pursuance of this Article 8(D) the provisions of Articles 8(C) shall (*mutatis mutandis*) apply.

(E) No shares in the Company shall be held or transferred with the effect that the Shareholdings of the Members for the time being of the Company shall not be equal and for the purposes of this paragraph a Member shall include all companies within any one group of companies (as defined in s. 247(3) of the Act) of which the Member is a member. In the event that any shares shall be transferred or held in contravention of this paragraph the Member or Members holding such shares shall not be entitled to exercise any rights or receive any benefits in respect thereof and shall as soon as reasonably practicable transfer shares in accordance with the procedure set out in Article 8(C) and (D) hereof to the effect that the Shareholdings of all Members are equal.

9. The fair value at which any shares shall be offered pursuant to Article 8 shall be such sum per share as may be agreed between the Vendor and the Directors, or, in default of such agreement within 14 days of the date of the Transfer Notice, as the Auditors for the time being of the Company shall certify in writing to be, in their opinion, having taken all relevant circumstances into account the fair selling value thereof as between a willing vendor and a willing purchaser and in so certifying the said Auditors shall be considered to be acting as experts and not as arbitrators.

10. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share, other than any transfer made pursuant to Article 8.

11. Save as provided in Article 8 above the instrument of transfer of a share shall be signed by or on behalf of the transferor and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of Members of the Company in respect thereof; provided that in the case of a partly paid share the instrument of transfer must also be signed by the transferee. Regulation 23 of Table A shall not apply to the Company.

GENERAL MEETINGS

12. Subject to the provisions of the Act, a resolution in writing signed by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a General Meeting at which such resolution was to be proposed, or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys, and signature in the case of a corporate body which is a member shall be sufficient if made by a director thereof duly authorised in that behalf or its duly appointed attorney. Regulation 53 of Table A shall not apply.

13. Notice of every General Meeting shall be given to every Member whether or not he shall have supplied to the Company an address within the United Kingdom for the giving of notices provided that notice to any Member outside the United Kingdom shall be sent to such address outside the United Kingdom as such Member shall have notified to the Company for this purpose. Regulations 112 and 116 of Table A shall be construed accordingly.

14. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business. The quorum for any General Meeting shall be six Members present in person or by proxy and entitled

to vote. If within half an hour after the time arranged for the Meeting to be held a quorum is not present the Meeting shall be dissolved and Regulations 40 and 41 of Table A shall not apply to the Company.

15. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall not have a casting vote. Regulation 50 of Table A shall not apply to the Company.

16. A poll may be demanded by the chairman or by any Member present in person or by proxy and Regulation 46 of Table A shall be modified accordingly.

DIRECTORS

17. (A) Unless and until otherwise from time to time determined by a Special Resolution of the Company, the Directors shall be not more than ten and not fewer than two in number to be appointed as follows. Any Member holding at least one tenth of the issued share capital carrying the right to attend and vote at General Meetings of the Company shall be entitled to appoint one Director. A right to appoint a Director as aforesaid shall carry a corresponding right to remove or replace any such Director. Regulation 64 of Table A shall not apply to the Company.

(B) All appointments and removals of Directors under this Article shall be effected by notice in writing signed by the persons so appointing or removing and left at or sent to the Registered Office. In the case of a body corporate which is a Member such notice shall be signed by a director of the body corporate duly authorised in that behalf.

18. A Director shall not be required to hold any shares in the capital of the Company to qualify him for office but any Director shall nevertheless be entitled to attend and speak (but not to vote) at any General Meeting of and at any separate Meeting of the holders of any class of shares in the Company.

19. (A) Any Director may without the consent of the Board appoint either any other Director or any other person to be an alternate Director of the Company, and may at any time remove any alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company, nor be required to hold any share qualification. Every person acting as an alternate Director shall be an officer of the Company and he shall not be deemed to be the agent of the Director whom he represents.

(B) An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Board, and to attend and vote as a Director at

any such meeting at which the Director appointing him is not personally present and generally perform all the functions of his appointor as a Director in his absence.

(C) An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director.

(D) All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the Registered Office of the Company, or delivered to the Chairman of any meeting at which he shall attend.

20. A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 317 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and if does so vote his vote shall be counted and may be taken into account in ascertaining whether a quorum is present. Regulations 94 and 95 of Table A shall not apply to the Company.

21. Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company and Directors shall not be liable to retirement by rotation.

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

- (1) becomes bankrupt or insolvent or makes any arrangement or composition with his creditors generally; or
- (2) becomes prohibited from being a Director by reason of any order made under Sections 295 to 300 of the Act; or
- (3) becomes a patient within the meaning of the Mental Health Act, 1959 (or any modification or re-enactment thereof) and the remaining Directors direct by notice in writing to the Company that such office should be vacated; or
- (4) resigns his office by notice in writing to the Company; or
- (5) is removed from office under the provisions of Article 19 (for which purpose he shall be deemed to have been removed from office if the relevant class of share capital of the Company disappear pursuant to Article 12).

Regulation 81 of Table A shall not apply to the Company.

23. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.

24. The Directors may exercise all the powers of the Company to borrow or raise money, 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 (including its holding company).

25. The Directors may delegate any of their powers to committees whether consisting of a Member or Members of the Board of Directors or not, as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform with any regulations that may be imposed on it by the Directors. Regulation 72 of Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

26. Notice of a meeting of Directors shall be given to every Director whether or not he is present in the United Kingdom provided that notice will only be given to a Director whilst he is outside the United Kingdom if he has notified the Company of an address for this purpose. Regulation 88 of Table A shall be modified accordingly.

27. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their Meetings as they think fit. At any meeting of the Directors each Director shall be entitled to cast one vote on each issue put to the vote and questions arising at any Meeting shall be determined by a majority of votes. The Chairman shall not have second or casting vote and Regulation 88 of Table A shall be modified accordingly.

28. The quorum necessary for the transaction of business of the Board shall be six Directors or their alternates.

29. The continuing Directors may act notwithstanding any vacancy in their body but only for so long as their number is not reduced below the number fixed by these Articles as the necessary quorum of Directors. Regulation 90 of Table A shall not apply to the Company.

30. A resolution in writing signed by all the Directors for the time being shall be as effective as a resolution passed at a Meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more

of the Directors, and signature in the case of a body corporate which is a Director shall be sufficient if made by a Director thereof or its duly appointed attorney. Regulation 93 of Table A shall not apply to the Company.

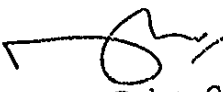
WINDING UP


31. If the Company shall be wound up, the Liquidator may, with the sanction of an Extraordinary Resolution and any other sanction required by the Act, divide among the Members in specie or in kind the whole or any part of the assets of the Company and any such division may be otherwise than in accordance with the existing rights of the Members, but so that if any division is resolved on otherwise than in accordance with such rights the Members shall have the same right of dissent and consequential rights as if such resolution were a Special Resolution passed pursuant to Section 582 of the Act. A Special Resolution sanctioning a transfer or sale to another company duly passed pursuant to the said section may in like manner authorise the distribution of any shares or other consideration receivable by the Liquidator among the Members otherwise than in accordance with their existing rights, and any such determination shall be binding upon all the Members, subject to the right of dissent and consequential rights conferred by the said section.

INDEMNITY

32. In Regulation 118 of Table A there shall be inserted after the words "any proceedings" the words "relating to his conduct as an officer of the Company".

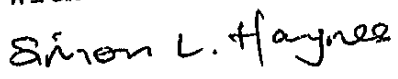
Names addresses and
description of
subscribers of the
memorandum of association


Michael John Cox
For and on behalf of
Gray's Inn Nominees Limited,
Denning House,
90 Chancery Lane,
London WC2A 1EU


Michael John Cox
For and on behalf of
DH&B Nominees Limited,
Denning House,
90 Chancery Lane,
London WC2A 1EU

Dated: 2nd September 1986

Witness to the above signatures: -



Simon Laurence Haynes
Denning House
90 Chancery Lane
London WC2A 1EU

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

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use 2057655

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

Name of company

* CONSORTIUM DEVELOPMENTS (OXFORDSHIRE) LIMITED

* insert full name
of company

The intended situation of the registered office of the company on incorporation is as stated below

Denning House	
90 Chancery Lane	
London	
Postcode	WC2A 1EU

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

Denton Hall Burgin & Warrens	
Denning House	
90 Chancery Lane	
London	
Postcode	WC2A 1EU

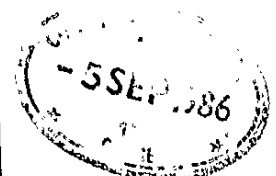
Number of continuation sheets attached (see note 1)

9

Presentor's name address and
reference (if any):
MJC/RKS
Denton Hall Burgin &
Warrens
Denning House
90 Chancery Lane
London WC2A 1EU

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 (note 2) are as follows:

Please do not write in this margin

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		
		Date of birth (where applicable) (note 6)
	Postcode	
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

† enter part of other directorships held or proposed (see if this space insufficient for continuation)


Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		
		Date of birth (where applicable) (note 6)
	Postcode	
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		
		Date of birth (where applicable) (note 6)
	Postcode	
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

Please do not write in this margin

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

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 3 & 7) Gray's Inn Secretaries Limited		
Previous name(s) (note 3)		
Address (notes 4 & 7) Denning House		
90 Chancery Lane		
London		Postcode WC2A 1EU
I consent to act as secretary of the company named on page 1 For and on behalf of Gray's Inn Secretaries Limited		
Signature 		Date 2.9.86

..... DIRECTOR /
AUTHORISED SIGNATORY



Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
	Postcode
I consent to act as secretary of the company named on page 1	
Signature	Date

delete if the form is signed by the subscribers

Signature of agent on behalf of subscribers	Date
---	------

delete if the form is signed by an agent on behalf of the subscribers.

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

Signed	For and on behalf of Gray's Inn Nominees Limited	Date
Signed	 DIRECTOR / AUTHORISED SIGNATORY	Date 2.9.86
Signed	For and on behalf of	Date
Signed	DH&B Nominees Limited	Date 2.9.86
Signed	 DIRECTOR / AUTHORISED SIGNATORY	Date
Signed		Date

**Statement of first directors
and secretary and intended
situation of registered office****10**Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

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

(CONTINUATION SHEET No. 1)

2057658

Name of company

* insert full name
of company

* CONSORTIUM DEVELOPMENTS (OXFORDSHIRE) LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

	Postcode

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☐

	Postcode

Number of continuation sheets attached (see note 1)

☐Presentor's name address and
reference (if any):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 (note 2) are as follows:

Please do not write in this margin

Name (note 3) Thomas Baron		Business occupation Company Director
Previous name(s) (note 3)		Nationality British
Address (note 4) Lightoaks Hall Farm, Glazebury		Date of birth (where applicable) (note 6)
Nr. Warrington		
	Postcode	
Other directorships † See list attached		
I consent to act as director of the company named on page 1		
Signature <i>T Baron</i>		Date 29 August 1986

† enter particulars of other directorships held or previously held (see note 2) if this space is insufficient use continuation

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable) (note 6)
	Postcode	
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable) (note 6)
	Postcode	
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

Please do not
write in
this margin

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

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 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
	Postcode
I consent to act as secretary of the company named on page 1	
Signature	Date

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
	Postcode
I consent to act as secretary of the company named on page 1	
Signature	Date

delete if the form is
signed by the
subscribers

Signature of agent on behalf of subscribers	Date
---	------

delete if the form is
signed by an agent on
behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

T. BARON

OTHER DIRECTORSHIPS

• Whelmar (Midlands) Limited.
Christian Salvesen (Properties) Limited.
Christian Salvesen PLC.
Whelmar (Chester) Limited.
Hawker Homes (Holdings) Limited.
Tulloch Estates Limited.
Hawker (Munro) Limited.
Page Moss Housing Trust Limited.
Barker & Jones Limited.
Secura Limited.
Hawke Homes Limited.
Hawker (Inverness) Limited.
Hawker (Alness) Limited.
Whelmar Limited.
Whelmar (Lancashire) Limited.
Whelmar (Yorkshire) Limited.
Whelmar (West Midlands) Limited.
Whelmar (Scotland) Limited.
Whelmar (Scotland (East) Limited.
Ashton & McCaul Limited.
Christian Salvesen (Contracting) Limited.
Kenton Homes (Builders) Limited.
Kenton Homes (Developments) Limited.
Kenton Homes (Estates) Limited.
Coatglade Limited.
C.S. Contractors (Yorkshire) Limited.
Mayclose Limited.
Whelmar Ship Canal Developments Limited.
Whelmar (North Wales) Limited.
H.R. Gorst & Son Limited.
North Wales Estates Limited.
J. & A. Jackson Limited.
Irlam Brick Co., Limited.
C.N. Green (Plumbing & Heating) Limited.
Christian Salvesen Housing Association Limited.
Consortium Developments Limited.
Consortium Developments (West Horndon) Limited.

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

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

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

For official use

2057655

CONTINUATION SHEET No. 2

Name of company

* insert full name
of company

* CONSORTIUM DEVELOPMENTS (OXFORDSHIRE) LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

	Postcode

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

☐

	Postcode

Number of continuation sheets attached (see note 1)

☐

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

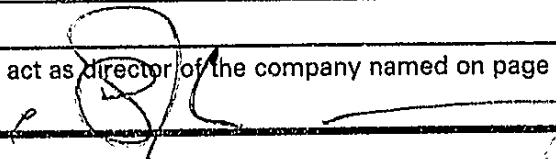
For official Use
General Section

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 (note 2) are as follows:

Please do not write in this margin

Name (note 3) David Maxwell Calverley		Business occupation
		Director
Previous name(s) (note 3)		Nationality
Address (note 4) White House, Wix Hill,		British
West Horsley, Surrey		Date of birth (where applicable)
	Postcode KT24 6ED	(note 6)
Other directorships † See attached list		
I consent to act as director of the company named on page 1		
Signature 		Date 2.9.86

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable)
	Postcode	(note 6)
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable)
	Postcode	(note 6)
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

Please do not
write in
this margin

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

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 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
	Postcode
I consent to act as secretary of the company named on page 1	
Signature	Date

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
	Postcode
I consent to act as secretary of the company named on page 1	
Signature	Date

delete if the form is
signed by the
subscribers

Signature of agent on behalf of subscribers	Date
---	------

delete if the form is
signed by an agent on
behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

DAVID MAXWELL CALVERLEY Re CONSORTIUM DEVELOPMENTS (OXFORDSHIRE) LIMITED.
OTHER DIRECTORSHIPS Reg. No.

Trafalgar House Plc.

1. Consortium Developments Limited
Consortium Developments (West Horndon) Limited
2. Bentwaters Developments Limited (In Voluntary Liquidation)
Bentwaters Housing Limited
Bentwaters Nominees Limited
Brookmount Trocoll Limited
Trafalgar Brookmount Limited
- 3.
4. Ailsa Homes Limited
Aspect Homes Limited
Badger Farm Limited
Bentwaters Management Limited
Bridge Walker Homes Limited
Builders Amalgamated Co. Limited
Comben Group Plc.
Comben Homes Limited
Comben Homes (France) Limited
E.F.G.H. Limited
Fleetpark Limited
Focus 21 Developments Limited
Focus 21 Investments Limited
Focus 21 Properties Limited
Freshfield Estates Limited
Glamford Finance Company Limited
Goldsworth Park Developments Limited
Hayward Industrial Developments (Birmingham) Limited
H. Stone (Bakers) Limited
* Ideal Building International Holdings B.V.
Ideal Developments Limited
Ideal Homes Limited
Ideal Homes Holdings p.l.c.
Ideal Homes London Limited
Ideal Homes Midlands Limited
Ideal Homes Northern Limited
Ideal Homes Solent Limited
Ideal Homes Southern Limited
Ideal Homes Thames Limited
Ideal Homes Wales Limited
Ideal Homes Western Limited
Ideal Nurseries Limited
Ideal Property & Investment Company Limited
Orbavon Facilities Limited
Scottish Ideal Homes Limited

Cont'd/...

4. (Cont'd) The 1937 Construction & Development Company Limited
Trafalgar House Developments Holdings Limited
Trafalgar House Developments Limited
Trafalgar House (Industrial) Developments Limited
Trafalgar House Property Limited
Trafalgar Housing Limited
Trans Continental Hotels Limited
Trollope & Colls Homes Limited
Tudor Jenkins & Company Limited
Upper Penn Trust Limited
Whittingham Investments Limited
Whittingham London Limited
Whittingham Property Limited
Whittingham Property (Southern) Limited
William Whittingham (Holdings) Plc.
William Whittingham Industrial Developments (Halesowen) Limited

Past Directorships - Year of Resignation

1984

None

1983

Trafalgar House Construction Holdings Limited

1982

None

1981

Kingsway Nurseries Limited (Liquidated)
The Cementation Company (St. Lucia) Limited *

1980

New Ideal Homes (Essex) Limited (Liquidated)

* = Overseas

**Statement of first directors
and secretary and intended
situation of registered office**Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies

For official use

CONTINUATION SHEET No. 3

Name of company

2057655

* Insert full name
of company

* CONSORTIUM DEVELOPMENTS (OXFORDSHIRE) LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

	Postcode

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☐

	Postcode

Number of continuation sheets attached (see note 1)

☐Presentor's name address and
reference (if any):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 (note 2) are as follows:

Name (note 3) Samuel Frank Pickstock		Business occupation
Previous name(s) (note 3)		Director
Address (note 4) The Crows Nest Holding		Nationality
Coton End, Gnosall, Stafford		British
Postcode		Date of birth (where applicable) (note 6) 10.8.1934
Other directorships † Tarmac Pensions Ltd., S. & L. T. Developments Ltd.		
Macwall Estates Ltd., Tarmac Chepstow Developments		
Ltd., Consortium Developments (Bramshill) Ltd.		
I consent to act as director of the company named on page 1		
Signature <i>S. F. Pickstock</i>		Date 2.9.86

Please write in this margin

† enter particulars of other directorships held or proposed if this space is insufficient for continuation

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable) (note 6)
Postcode		
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable) (note 6)
Postcode		
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

• Please do not write in this margin

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

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 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
	Postcode
I consent to act as secretary of the company named on page 1	
Signature	Date

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
	Postcode
I consent to act as secretary of the company named on page 1	
Signature	Date

delete if the form is signed by the subscribers

Signature of agent on behalf of subscribers	Date
---	------

delete if the form is signed by an agent on behalf of the subscribers.

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

G

COMPANIES FORM No. 10

**Statement of first directors
and secretary and intended
situation of registered office****10**Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

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

For official use

CONTINUATION SHEET No. 4
Name of company

2057655

* insert full name
of company

* CONSORTIUM DEVELOPMENTS (OXFORDSHIRE) LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

	Postcode

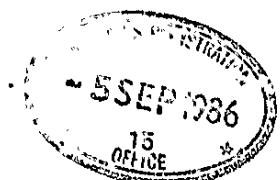
If the memorandum is delivered by an agent for the subscribers of the
memorandum please mark 'X' in the box opposite and insert
the agent's name and address below☐

	Postcode

Number of continuation sheets attached (see note 1)

☐Presentor's name address and
reference (if any):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 (note 2) are as follows:

Please do not write in this margin

Name (note 3) Philip Leslie Warner		Business occupation
		Company Director
Previous name(s) (note 3)		Nationality
Address (note 4) Hale Croft, Stamagers Lane		British
Painswick, Gloucestershire		Date of birth (where applicable)
	Postcode	(note 6) N/A
Other directorships † See attached list		
I consent to act as director of the company named on page 1		
Signature <i>P. L. Warner</i>		Date 2.9.86

† enter particulars of other directorships held or previously held (see note 2) if this space is insufficient use continuation

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		
		Date of birth (where applicable)
	Postcode	(note 6)
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		
		Date of birth (where applicable)
	Postcode	(note 6)
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

Please do not
write in
this margin

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

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 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
	Postcode
I consent to act as secretary of the company named on page 1	
Signature	Date

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
	Postcode
I consent to act as secretary of the company named on page 1	
Signature	Date

delete if the form is
signed by the
subscribers

Signature of agent on behalf of subscribers	Date
---	------

delete if the form is
signed by an agent on
behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

P.L. WARNER - LIST OF DIRECTORSHIPS

B-Vis Construction Limited
R.T. Warren (Builders, St. Albans) Limited
Phoenix Securities (Developments) Limited
Bovis Insulation Limited
Audley Estates Limited
Bovis Homes Projects Limited
Bovis (New Ash Green) Limited
Bovis Homes Limited
Bovis Homes South East Limited
Shipman's (Ashby) limited
Nisbett Contractors Limited
Bovis Homes Wessex Limited
Bovis Homes Cornwall Limited
Bovis Homes Devon Limited
B-Vis Holdings Limited
Bovis Homes Eastern Limited
H.F. Johnson (Hurworth) Limited
Aycliffe Homes Limited
Bovis Homes Midlands & Northern Limited
Hawkeham Limited
Bovis Homes Investments Limited
Bovis Homes Southern Limited
R.T. Warren (Builders, Uxbridge) Limited
Bovis Country Homes Limited
Page-Johnson Properties Limited
Malcolm Sanderson Estates Limited
Bovis Limited
Bovis Homes Scotland Limited
Consortium Developments Limited
Partkestrrel Limited
Bovis Homes Norwich Limited
H. Newbury & Son (Builders) Limited
Bovis/Brunning Homes Inc.
Town & City Properties Limited
Consortium Developments (West Horndon) Limited



COMPANIES FORM No. 10

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

10

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

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

CONTINUATION SHEET NO. 5.

For official use

2057655

Name of company

* CONSORTIUM DEVELOPMENTS (OXFORDSHIRE) LIMITED

* insert full name
of company

The intended situation of the registered office of the company on incorporation is as stated below

	Postcode

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

☐

	Postcode

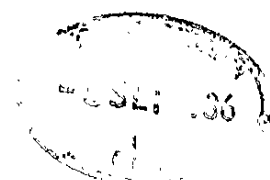
Number of continuation sheets attached (see note 1)

☐

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

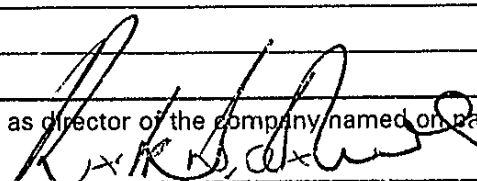
For official Use
General Section

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 (note 2) are as follows:

Please do not write in this margin

Name (note 3) Robert Nelson Oliver		Business occupation	
		Executive Director	
Previous name(s) (note 3)		Nationality	
Address (note 4) Brierley, Cross Lane		British	
West Mersea, Colchester,		Date of birth (where applicable)	
Essex	Postcode	(note 6)	6.2.1934
Other directorships † See attached list			
I consent to act as director of the company named on page 1			
Signature X 		Date 2.9.86	

† enter particulars of other directorships held or previously held (see note 2) if this space is insufficient use continuation

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable)	
	Postcode	(note 6)	
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable)	
	Postcode	(note 6)	
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

Please do not
write in
this margin

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

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 3 & 7)		
Previous name(s) (note 3)		
Address (notes 4 & 7)		
		Postcode
I consent to act as secretary of the company named on page 1		
Signature		Date

Name (notes 3 & 7)		
Previous name(s) (note 3)		
Address (notes 4 & 7)		
		Postcode
I consent to act as secretary of the company named on page 1		
Signature		Date

delete if the form is
signed by the
subscribers

Signature of agent on behalf of subscribers		Date
---	--	------

delete if the form is
signed by an agent on
behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or person
authorized to sign
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

GEORGE WIMPEY PLC
PARTICULARS OF COMPANY DIRECTOR

Name	OLIVER, Robert Nelson
Nationality	British
Usual Residential Address	Brierley, Cross Lane West Mersea Colchester, Essex
Business Occupation	Executive Director
Date of Birth	6.2.34

CURRENT DIRECTORSHIPS

Consortium Developments Limited
 Consortium Developments (West Horndon) Limited
 Empins Investments Limited
 George Wimpey PLC
 George Wimpey (Southern Africa) (Pty) Limited
 Quar Investments Limited
 Treerent Investments Limited
 Waxlow Properties Limited
 Wimbloc Limited
 Wimpey Construction UK Limited
 Wimpey Homes Holdings Limited
 Woranes Investments Limited
 Wimpey France S.A
 Consortium Developments (Oxfordshire) Limited

PREVIOUS DIRECTORSHIPS
(for the last 5 years)

	Date of Resignation
D A Moody (Braintree) Limited	31.10.83
D A Moody (Rayne) Limited	"
Donald Moody Limited	"
Donald Moody (Shenfield) Limited	"
Donmod Housing Limited	"
Ivyhaven Limited	"
Karlstad Properties Limited	"
Queens Park Consortium Limited	"
John Mitchell & Company (Leith) Limited	19.11.84
River Bridge Properties Limited	14. 1.85
Riverview Property Co Limited	"
Brintrend Investments Limited	29. 7.85
Awincorst Investments Limited	25.10.85
Mexrid Investments Limited	"
Suntho Investments Limited	"
Dydelf Investments Limited	11.11.85
Wimpey Property Holdings Limited	-----



COMPANIES FORM No. 10

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

10

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

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

Continuation Sheet No. 6
Name of company

2057655

* insert full name
of company

* CONSORTIUM DEVELOPMENTS (OXFORDSHIRE) LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

	Postcode

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

☐

	Postcode

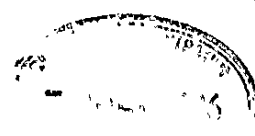
Number of continuation sheets attached (see note 1)

☐

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

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 (note 2) are as follows:

Please do not write in this margin

Name (note 3) Sir Lawrence Arthur Barrett		Business occupation
		Director
Previous name(s) (note 3)		Nationality
Address (note 4) Bythorne, Corbrdige,		British
Northumberland		Date of birth (where applicable)
	Postcode	(note 6) 14 November 1927
Other directorships † Barratt Midlands Ltd., Barratt Developments PLC,		
Barratt Northern Ltd., Barratt Developments (International) Ltd		
Consortium Developments Ltd, Barratt Scotland Ltd., Barratt		
Southern Ltd., Consortium Developments (West Horndon) Ltd.,		
Consortium Developments (Bramshill) Ltd.		
I consent to act as director of the company named on page 1		
Signature X <i>L. Barrett</i>		Date 2.9.86

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		
		Date of birth (where applicable)
	Postcode	(note 6)
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		
		Date of birth (where applicable)
	Postcode	(note 6)
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

Please do not
write in
this margin

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

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 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
	Postcode
I consent to act as secretary of the company named on page 1	
Signature	Date

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
	Postcode
I consent to act as secretary of the company named on page 1	
Signature	Date

delete if the form is
signed by the
subscribers

Signature of agent on behalf of subscribers	Date
---	------

delete if the form is
signed by an agent on
behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

G**COMPANIES FORM No. 10****Statement of first directors
and secretary and intended
situation of registered office****10**Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

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

For official use

2057655

CONTINUATION SHEET no. 7
Name of company* insert full name
of company

* CONSORTIUM DEVELOPMENTS (OXFORDSHIRE) LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

Postcode

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☐

Postcode

Number of continuation sheets attached (see note 1)

☐Presentor's name address and
reference (if any):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 (note 2) are as follows:

Please do not write in this margin

Name (note 3) <u>Daniel Horrocks</u>		Business occupation
		Company Director
Previous name(s) (note 3)		Nationality
Address (note 4) <u>18 Dalegarth Avenue</u>		British
<u>Bolton</u>		Date of birth (where applicable)
	Postcode <u>BL1 5DW</u>	(note 6) <u>19.04.25</u>
Other directorships † <u>See attached list</u>		
I consent to act as director of the company named on page 1		
Signature <u>[Signature]</u>		Date <u>2.9.86</u>

† enter particulars of other directorships held or previously held (see note 2) if this space is insufficient use continuation sheet

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		
		Date of birth (where applicable)
	Postcode	(note 6)
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		
		Date of birth (where applicable)
	Postcode	(note 6)
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

Please do not
write in
this margin

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

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 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
	Postcode
I consent to act as secretary of the company named on page 1	
Signature	Date

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
	Postcode
I consent to act as secretary of the company named on page 1	
Signature	Date

delete if the form is
signed by the
subscribers

Signature of agent on behalf of subscribers	Date
---	------

delete if the form is
signed by an agent on
behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

DIRECTORSHIPS - DANIEL HORROCKS

Bradshawgate Properties Limited
Broseley Estates Limited -
Broseley Homes Limited
Broseley Investment Company Limited
Broseley Property Holdings Limited
Dewscope Limited
Eastbank Developments Limited
Frederick Powell & Son Limited
Hordan Developments Limited
J.R. & M.I. Horrocks Limited
Marshdale Properties Limited
M.C.M. Developments Limited
Molyneux Properties (Leigh) Limited
Plant Hire (Leigh) Limited
Property Investments (Leigh) Limited
St. Helena Estates Limited
St. Helena Investments Limited
St. Helena Properties Limited
Trinco Developments Limited
The Fleetwood Estate Limited
Sharevale Limited
Broseley Homes (U.S.A.), Inc.
Consortium Developments Limited
Consortium Developments (West Horndon) Limited



COMPANIES FORM No. 10

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

10

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

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

For official use

CONTINUATION SHEET No. 8
Name of company

2057655

* Insert full name
of company

* CONSORTIUM DEVELOPMENTS (OXFORDSHIRE) LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

	Postcode

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

☐

	Postcode

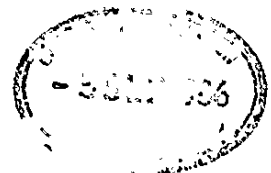
Number of continuation sheets attached (see note 1)

☐

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

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 (note 2) are as follows:

Please do not write in this margin

Name (note 3) Lynn Anthony Wilson		Business occupation
		Director
Previous name(s) (note 3)		Nationality
Address (note 4) The Grange, Holcot,		British
Northants.		Date of birth (where applicable)
	Postcode NN6 9SR	(note 6) 8.12.39
Other directorships † Wilson (Connolly) Holdings PLC, Newilton		
Consortium Ltd., Consortium Developments		
(Bramshill) Ltd.		
I consent to act as director of the company named on page 1		
Signature <i>[Signature]</i>		Date 2.9.86

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable)
	Postcode	(note 6)
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable)
	Postcode	(note 6)
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

Please do not
write in
this margin

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

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 3 & 7)		
Previous name(s) (note 3)		
Address (notes 4 & 7)		
	Postcode	
I consent to act as secretary of the company named on page 1		
Signature		Date

Name (notes 3 & 7)		
Previous name(s) (note 3)		
Address (notes 4 & 7)		
	Postcode	
I consent to act as secretary of the company named on page 1		
Signature		Date

delete if the form is
signed by the
subscribers

Signature of agent on behalf of subscribers		Date
---	--	------

delete if the form is
signed by an agent on
behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date



COMPANIES FORM No. 10

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

10

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

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

For official use

2057655

CONTINUATION SHEET No. 9
Name of company

* Insert full name
of company

* CONSORTIUM DEVELOPMENTS (OXFORDSHIRE) LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

	Postcode

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

☐

	Postcode

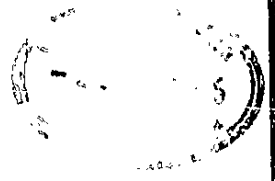
Number of continuation sheets attached (see note 1)

☐

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

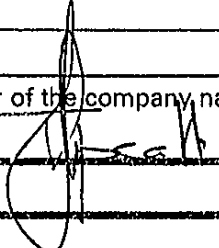
For official Use
General Section

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 (note 2) are as follows:

Please do not write in this margin

Name (note 3) <u>Terence John Upsall</u>		Business occupation	
		<u>Chartered Surveyor</u>	
Previous name(s) (note 3)		Nationality	
Address (note 4) <u>82 High Street</u>		<u>British</u>	
<u>Chapmanslade</u>		Date of birth (where applicable)	
<u>Wiltshire</u>	Postcode <u>BA13 4AN</u>	(note 6) <u>22.3.1937</u>	
Other directorships † <u>C.H. Beazer (Holdings) PLC and other subsidiaries</u>			
<u>in C.H. Beazer Group, Consortium Developments</u>			
<u>(Bramshill) Limited</u>			
I consent to act as director of the company named on page 1			
Signature 		Date <u>2.9.86</u>	

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable)	
	Postcode	(note 6)	
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable)	
	Postcode	(note 6)	
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

Please do not
write in
this margin

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

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 3 & 7)		
Previous name(s) (note 3)		
Address (notes 4 & 7)		
	Postcode	
I consent to act as secretary of the company named on page 1		
Signature		Date

Name (notes 3 & 7)		
Previous name(s) (note 3)		
Address (notes 4 & 7)		
	Postcode	
I consent to act as secretary of the company named on page 1		
Signature		Date

delete if the form is
signed by the
subscribers

Signature of agent on behalf of subscribers		Date
---	--	------

delete if the form is
signed by an agent on
behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2057655


I hereby certify that

CONSORTIUM DEVELOPMENTS (OXFORDSHIRE) LIMITED

is this day incorporated under the Companies Act 1985 as a
private company and that the Company is limited.

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

23RD SEPTEMBER 1986.


J.M. WILLMOTT

an authorised officer

Company Number: 2057655

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS

of

CONSORTIUM DEVELOPMENTS (OXFORDSHIRE) LIMITED

RESOLUTIONS in writing of the Shareholders of the Company in lieu of an Extraordinary General Meeting passed as Special Resolutions of the Company pursuant to Article 13 of the Company's Articles of Association:

1. RESOLVED that the Articles of Association of the Company be and they are hereby amended as follows:-
 - (1) By the addition in Article 8(D) after the words "any person approved by all the other Members of the following words":-

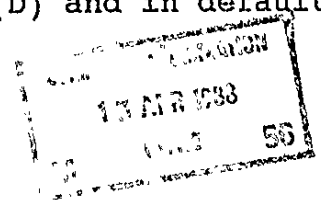
"as being a Major Housebuilder in the United Kingdom".

and after the words "in respect of any Shareholding not purchased by the existing Members a majority in number of such Members may issue to the Vendor a notice requesting transfer to another person" of the following words:-

"approved by them as being a Major Housebuilder in the United Kingdom".
 - (2) by the addition in the first sentence of Article 8(E) after the words "no shares in the Company shall be held or transferred with the effect that the Shareholdings of the Members for the time being of the Company shall not be equal" of the following words:-

"or that any shares in the Company are held by or on behalf of any person not being a Major Housebuilder in the United Kingdom".
 - (3) By the addition of the following new Article 8(F):-

"For the purposes of this Article 8 a Major Housebuilder in the United Kingdom shall mean a person, firm or company being a builder of dwelling houses or homes for the time being substantially and materially engaged in residential development in the United Kingdom and approved as such pursuant to Article 8(D) and in default



of such approval and for the purposes of Article 8(E) shall mean such person certified as such by the Auditors for the time being of the Company (acting as experts and not as arbitrators)."

- (4) By the deletion of the second sentence of Article 17(A) and the substitution therefor of the following:-

"Each Member beneficially entitled to not less than 10% in nominal value of the issued share capital of the Company shall be entitled to appoint to the Board of Directors one Director for each full 10% of the issued share capital of the Company beneficially held by him."

- (5) By the addition of the following new Article 25(A):-

"25(A) The Directors may from time to time appoint such persons up to a maximum of five at any one time to a position carrying the title "Non-Voting Director" or any other title approved by the Board, any person so appointed being in this Article referred to as a "Non-Voting Director". A Non-Voting Director shall hold office for such period and with such title and on such terms and shall perform such duties and be entitled to such remuneration and to exercise such rights and powers only as may be determined and conferred upon him by the Directors at the time of his appointment or thereafter and either absolutely in fixed terms or by reference to the discretion from time to time of the Directors. A Non-Voting Director shall not by reason of his holding that office be a director of the Company and references in these Articles to Directors or Members of the Board shall not include a Non-Voting Director. A Non-Voting Director shall be entitled to receive notice of and to attend and speak at meetings of the Directors but he shall not be entitled to vote at or convene or request the convening of any meeting of the Directors".

- (6) By the addition of the following new Article 26(A):-

"26(A) The Directors may appoint from among the Directors or the Non-Voting Directors a person to the office of Chairman of the Board of Directors to preside over Board Meetings of the Company at which he is present. The appointment shall be for such period and on such terms as the Directors shall determine at the time of his appointment or thereafter

Provided That if the Chairman is appointed from among the Non-Voting Directors the rights and authority conferred upon him as Chairman shall not exceed those rights and the authority vested in him as a Non-Voting Director pursuant to Article 25(A). The Directors may at any time remove the Chairman from office. If there is no Director holding the office of Chairman or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the Meeting the Directors present may appoint one of their number to be Chairman of the Meeting. Regulation 101 of Table A shall not apply to the Company".

2. RESOLVED that notwithstanding the provisions of the Articles of Association of the Company, Articles 7 to 9 of the Company's Articles of Association shall not apply to the following proposed transfers of shares in the Company and that such transfers be and they are hereby approved as if the procedures and requirements set out in Articles 7 to 8 of the Company's Articles of Association had been complied with and satisfied in full and in respect of which all pre-emption rights conferred by the Articles of Association of the Company or otherwise are hereby waived in full:-

<u>Transferor</u>	<u>Transferee</u>	<u>No of Shares</u>
Broseley Estates Limited	Laing Homes Limited	120
Barratt Developments Plc & Others "B" A/C	Y J Lovell Holdings Plc	120

Lawrence Arthur Barratt

For BARRATT DEVELOPMENTS LIMITED

Philip Leslie Warner

For BOVIS HOMES LIMITED

Ian C. Black

For WILCON HOMES LIMITED

Robin George Tyler

For WIMPEY HOMES HOLDINGS LIMITED

David Maxwell Calverly

For IDEAL HOMES HOLDINGS PLC

Samuel Frank Pickstock

For JOHN McLEAN & SONS
LIMITED

Terence John Upsall

For BEAZER (HOMES) LIMITED

Charles Henry Birch

For BROSELEY ESTATES LIMITED

For BARRATT DEVELOPMENTS PLC
AND OTHERS "A" A/C and
For BARRATT DEVELOPMENTS PLC
AND OTHERS "B" A/C

Sir Lawrence Arthur Barrett

BARRATT DEVELOPMENTS PLC

Philip Leslie Warner

BOVIS HOMES LIMITED

Ian C. Black

WILCON HOMES LIMITED
LIMITED

Robin George Tyler

WIMPEY HOMES HOLDINGS
LIMITED

Terence John Upsall

BEAZER (HOMES) LIMITED

Samuel Frank Pickstock

JOHN McLEAN & SONS LIMITED

Charles Henry Birch

BROSELEY ESTATES LIMITED

Date: 12th February 1988

CERTIFIED A TRUE COPY

.....
For and on behalf of
Gray's Inn Secretaries Limited
SECRETARY

G

COMPANIES FORM No. 225(1)

225(1)**Notice of new accounting reference date given during the course of an accounting reference period**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies

For official use

Company number

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

2057655

Name of company

* CONSORTIUM DEVELOPMENTS (OXFORDSHIRE) LIMITED

*Insert full name of company

Note
Please read notes 1 to 4 overleaf before completing this form

†Delete as appropriate

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come to an end is

Day Month

3 0 0 9

The current accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and ~~is to be treated as having come to an end~~ [will come to an end]† on

Day Month Year

3 0 0 9 1 9 8 8

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

The company is a [subsidiary] [holding company]† of _____

_____, company number _____
the accounting reference date of which is _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____ and it is still in force.

Signed [Signature] Designation† DIRECTOR Date 25/3/88† Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

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

For official use
General Section

Post room

COMPANIES REGISTRATION
30 MAR 1988
M OFFICE 55

No. 2057655

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

CONSORTIUM DEVELOPMENTS (OXFORDSHIRE) LIMITED

Passed on the 10TH day of OCTOBER 1988

We, the undersigned, being all the members of the above-named Company for the time being entitled to attend and vote at General Meetings of the Company HEREBY RESOLVE as a Special Resolution pursuant to Article 12 of the Company's Articles of Association:

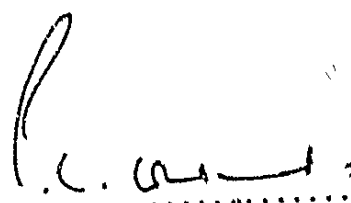
SPECIAL RESOLUTION

"THAT notwithstanding the pre-emption provisions of Articles 7 to 11 inclusive of the Company's Articles of Association, the said Articles 7 to 11 shall not apply to the following proposed transfer of shares in the Company which transfer be and is hereby approved as if the procedures and requirements of the said Articles 7 to 11 had been complied with and satisfied in full and in respect of which all pre-emption rights conferred by the said Articles 7 to 11 are hereby waived in full:

<u>Transferor</u>	<u>Transferee</u>	<u>No of Shares</u>
Barratt Developments plc and others "A" Account	McCarthy & Stone Developments Limited	120

Dated: 10TH OCTOBER 1988

.....
Signed for and on behalf
of Barratt Developments
plc


.....
Signed for and on behalf
of Bovis Homes Limited

.....
Signed for and on behalf
of Wilcon Homes Limited

.....
Signed for and on behalf
of Wimpey Homes Holdings
Limited

.....
Signed for and on behalf
of Ideal Homes Holdings
plc

.....
Signed for and on behalf
of John McLean & Sons
Limited

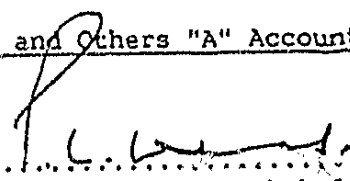
.....
Signed for and on behalf
of Beazer Homes & Property Limited

.....
Signed for and on behalf
of Y J Lovell (Holdings)
plc

.....
Signed for and on behalf
of Laing Homes Limited

For and on behalf of Barratt and Others "A" Account:

.....
Signed for and on behalf
of Barratt Developments
plc

.....

Signed for and on behalf
of Bovis Homes Limited

.....
Signed for and on behalf
of Wilcon Homes Limited

.....
Signed for and on behalf
of Wimpey Homes Holdings
Limited

.....
Signed for and on behalf
of Ideal Homes Holdings
plc

.....
Signed for and on behalf
of John McLean & Sons
Limited

(HAC:6637c)

.....
Signed for and on behalf
of Beazer Homes & Property Limited

.....
Signed for and on behalf
of Proseley Estates
Limited

No. 2057655

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

CONSORTIUM DEVELOPMENTS (OXFORDSHIRE) LIMITED

Passed on the 10TH day of OCTOBER 1988

We, the undersigned, being all the members of the above-named Company for the time being entitled to attend and vote at General Meetings of the Company HEREBY RESOLVE as a Special Resolution pursuant to Article 12 of the Company's Articles of Association:

SPECIAL RESOLUTION

"THAT notwithstanding the pre-emption provisions of Articles 7 to 11 inclusive of the Company's Articles of Association, the said Articles 7 to 11 shall not apply to the following proposed transfer of shares in the Company which transfer be and is hereby approved as if the procedures and requirements of the said Articles 7 to 11 had been complied with and satisfied in full and in respect of which all pre-emption rights conferred by the said Articles 7 to 11 are hereby waived in full:

<u>Transferor</u>	<u>Transferee</u>	<u>No of Shares</u>
Barratt Developments plc and others "A" Account	McCarthy & Stone Developments Limited	120

Dated: 10TH OCTOBER 1988

.....
 Signed for and on behalf
 of Barratt Developments
 plc

.....
 Signed for and on behalf
 of Bovis Homes Limited



.....
Signed for and on behalf
of Wilcon Homes Limited

.....
Signed for and on behalf
of Wimpey Homes Holdings
Limited

.....
Signed for and on behalf
of Ideal Homes Holdings
plc

.....
Signed for and on behalf
of John McLean & Sons
Limited

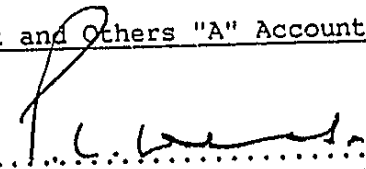
.....
Signed for and on behalf
of Beazer Homes & Property Limited

.....
Signed for and on behalf
of Y J Lovell (Holdings)
plc

.....
Signed for and on behalf
of Laing Homes Limited

For and on behalf of Barratt and Others "A" Account:

.....
Signed for and on behalf
of Barratt Developments
plc


.....
Signed for and on behalf
of Bovis Homes Limited

.....
Signed for and on behalf
of Wilcon Homes Limited

.....
Signed for and on behalf
of Wimpey Homes Holdings
Limited

.....
Signed for and on behalf
of Ideal Homes Holdings
plc

.....
Signed for and on behalf
of John McLean & Sons
Limited

.....
Signed for and on behalf
of Beazer Homes & Property Limited

.....
Signed for and on behalf
of Brosclay Estates
Limited

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

CONSORTIUM DEVELOPMENTS (OXFORDSHIRE) LIMITED

Passed ^{as of} ~~on~~ the 29th day of September 1990

We, the undersigned, being all the members of the above named Company for the time being entitled to attend and vote at General Meetings of the Company HEREBY RESOLVE as Special Resolutions pursuant to Article 12 of the Company's Articles of Association:

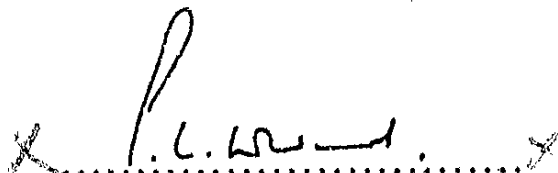
SPECIAL RESOLUTIONS

1. "THAT notwithstanding the pre-emption provisions of Articles 8 to 11 inclusive of the Company's Articles of Association, the said Articles 8 to 11 shall not apply to the following proposed transfers of shares in the Company which transfers be and are hereby approved as if the procedures and requirements of the said Articles 8 to 11 had been complied with and satisfied in full and in respect of which all pre-emption rights conferred by the said Articles 8 to 11 are hereby waived in full;

<u>Transferor</u>	<u>Transferee</u>	<u>No of Shares</u>
Laing Homes Limited	J.A. Pye (Oxford) Limited	120
Y.J. Lovell (Holdings) plc	Grays Inn Nominees Limited	3
Y.J. Lovell (Holdings) plc	Beazer Homes & Property Limited	13
Y.J. Lovell (Holdings) plc	McCarthy & Stone Developments Limited	13
Y.J. Lovell (Holdings) plc	J.A. Pye (Oxford) Limited	13
Y.J. Lovell (Holdings) plc	Wilcon Homes Limited	13
Y.J. Lovell (Holdings) plc	John McLean & Sons Limited	13
Y.J. Lovell (Holdings) plc	Barratt Developments plc	13
Y.J. Lovell (Holdings) plc	Bovis Homes Limited	13
Y.J. Lovell (Holdings) plc	Ideal Homes Holdings plc	13
Y.J. Lovell (Holdings) plc	Wimpey Homes Holdings Limited	13

2. That Article 14 of the Company's Articles of Association be amended by substituting the word "four" for the word "six".
3. That Article 28 of the Company's Articles of Association be amended by substituting the word "four" for the word "six".

.....
Signed for and on behalf of
Y.J. Lovell (Holdings) plc



.....
Signed for and on behalf of
Bovis Homes Limited

.....
Signed for and on behalf of
Laing Homes Limited

.....
Signed for and on behalf of
McCarthy & Stone Developments
Limited

.....
Signed for and on behalf of
Wimpey Homes Holdings Limited

.....
Signed for and on behalf of
Wilcon Homes Limited

.....
Signed for and on behalf of
John McLean & Sons Limited

.....
Signed for and on behalf of
Ideal Homes Holdings plc

.....
Signed for and on behalf of
Barratt Developments plc

.....
Signed for and on behalf of
Beazer Homes & Property Limited

2. That Article 14 of the Company's Articles of Association be amended by substituting the word "four" for the word "six".
3. That Article 28 of the Company's Articles of Association be amended by substituting the word "four" for the word "six".

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Signed for and on behalf of
Y.J. Lovell (Holdings) plc

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Signed for and on behalf of
Laing Homes Limited

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Signed for and on behalf of
Bovis Homes Limited

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Signed for and on behalf of
McCarthy & Stone Developments
Limited

.....
Signed for and on behalf of
Wimpey Homes Holdings Limited

W. S. L. L. L.
.....
Signed for and on behalf of
Wilcon Homes Limited

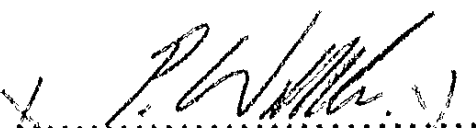
.....
Signed for and on behalf of
John McLean & Sons Limited

.....
Signed for and on behalf of
Ideal Homes Holdings plc

.....
Signed for and on behalf of
Barratt Developments plc

.....
Signed for and on behalf of
Beazer Homes & Property Limited

2. That Article 14 of the Company's Articles of Association be amended by substituting the word "four" for the word "six".
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Laing Homes Limited

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Bovis Homes Limited

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Signed for and on behalf of
McCarthy & Stone Developments
Limited

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Signed for and on behalf of
Wimpey Homes Holdings Limited

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Signed for and on behalf of
Wilcon Homes Limited

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Signed for and on behalf of
John McLean & Sons Limited

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Signed for and on behalf of
Ideal Homes Holdings plc

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Signed for and on behalf of
Barratt Developments plc

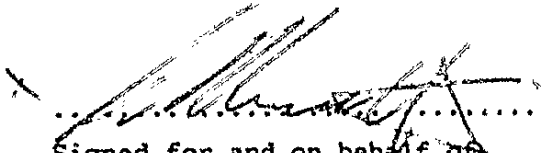
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Signed for and on behalf of
Beazer Homes & Property Limited

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Laing Homes Limited

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Bovis Homes Limited

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Signed for and on behalf of
McCarthy & Stone Developments
Limited

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Signed for and on behalf of
Wimpey Homes Holdings Limited

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Signed for and on behalf of
Wilcon Homes Limited

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Signed for and on behalf of
John McLean & Sons Limited

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Signed for and on behalf of
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Signed for and on behalf of
Barratt Developments plc

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Signed for and on behalf of
Beazer Homes & Property Limited

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Laing Homes Limited

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Signed for and on behalf of
Bovis Homes Limited

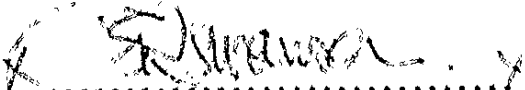
.....
Signed for and on behalf of
McCarthy & Stone Developments
Limited

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Signed for and on behalf of
Wimpey Homes Holdings Limited

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Signed for and on behalf of
Wilcon Homes Limited

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Signed for and on behalf of
John McLean & Sons Limited

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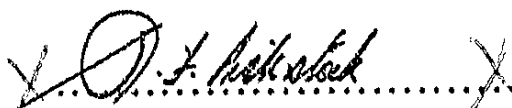
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Laing Homes Limited

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Bovis Homes Limited

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Signed for and on behalf of
McCarthy & Stone Developments
Limited

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Signed for and on behalf of
Wimpey Homes Holdings Limited

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Wilcon Homes Limited


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John McLean & Sons Limited

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Signed for and on behalf of
Ideal Homes Holdings plc

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Signed for and on behalf of
Barratt Developments plc

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Signed for and on behalf of
Beazer Homes & Property Limited

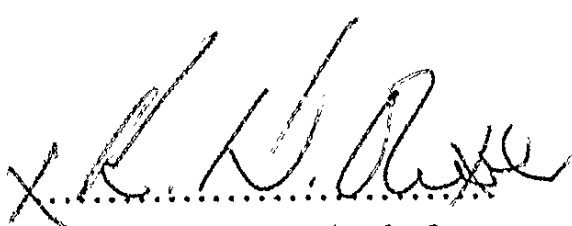
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Laing Homes Limited

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Bovis Homes Limited

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Signed for and on behalf of
McCarthy & Stone Developments
Limited


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Signed for and on behalf of
Wimpey Homes Holdings Limited

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Signed for and on behalf of
Wilcon Homes Limited

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Signed for and on behalf of
John McLean & Sons Limited

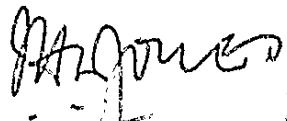
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Signed for and on behalf of
Ideal Homes Holdings plc

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Signed for and on behalf of
Barratt Developments plc

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Signed for and on behalf of
Beazer Homes & Property Limited

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Signed for and on behalf of
Y.J. Lovell (Holdings) plc


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Signed for and on behalf of
Laing Homes Limited

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Signed for and on behalf of
Bovis Homes Limited

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Signed for and on behalf of
McCarthy & Stone Developments
Limited

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Signed for and on behalf of
Wimpey Homes Holdings Limited

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Signed for and on behalf of
Wilcon Homes Limited

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Signed for and on behalf of
John McLean & Sons Limited

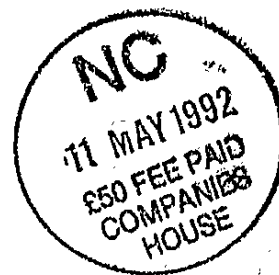
.....
Signed for and on behalf of
Ideal Homes Holdings plc

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Signed for and on behalf of
Barratt Developments plc

.....
Signed for and on behalf of
Beazer Homes & Property Limited

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES




CONSORTIUM DEVELOPMENTS (OXFORDSHIRE) LIMITED

Dated 30th April 1992

We, the undersigned, being all the members of the above-named Company for the time being entitled to attend and vote at General Meetings of the Company HEREBY RESOLVE to pass the following Special Resolution:

SPECIAL RESOLUTION

"THAT the name of the Company be changed to
Oxford Land Limited"


.....
for and on behalf of
Bovis Homes Limited


.....

for and on behalf of
J.A. Pye (Oxford) Limited

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2057655

I hereby certify that

**CONSORTIUM DEVELOPMENTS (OXFORDSHIRE)
LIMITED**

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

OXFORD LAND LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 14 MAY 1992

F. A. Joseph

F. A. JOSEPH

an authorised officer

NO: 2057655

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- of -

CONSORTIUM DEVELOPMENTS (OXFORDSHIRE) LIMITED

Dated: 10th March 1992

We, the undersigned, being all the members of the above named Company for the time being entitled to attend and vote at General Meetings of the Company HEREBY RESOLVE to pass Resolution No.1 as a Special Resolution pursuant to Article 12 of the Company's Articles of Association and Resolution No.2 as a Special Resolution.

SPECIAL RESOLUTIONS

1. "THAT notwithstanding the pre-emption provisions of Articles 8 to 11 inclusive of the Company's Articles of Association, the said Articles 8 to 11 shall not apply to the following proposed transfers of shares in the Company which transfers be and are hereby approved as if the procedures and requirements of the said Articles 8 to 11 had been complied with and satisfied in full and in respect of which all pre-emption rights conferred by the said Articles 8 to 11 are hereby waived in full;

Transferor

Transferee

No of
Shares

Barratt Developments plc

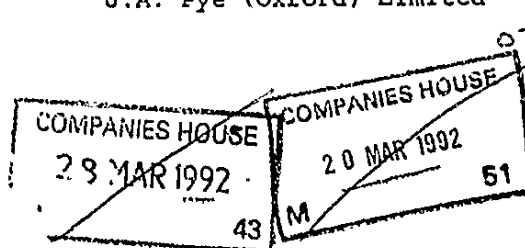
Bovis Homes Limited and
J.A. Pye (Oxford) Limited

133

5 CHANCERY LANE

1 LONDON

WC2A 1LF



Beazer Homes Limited	Bovis Homes Limited and J.A. Pye (Oxford) Limited	133
Ideal Homes Holdings plc	Bovis Homes Limited and J.A. Pye (Oxford) Limited	133
Wilcon Homes Limited	Bovis Homes Limited and J.A. Pye (Oxford) Limited	133
John McLean & Sons Limited	Bovis Homes Limited and J.A. Pye (Oxford) Limited	133
Wimpey Homes Holdings Limited	J.A. Pye (Oxford) Limited and Bovis Homes Limited	133
McCarthy & Stone (Developments) Limited	Bovis Homes Limited and J.A. Pye (Oxford) Limited	133
Bovis Homes Limited	Bovis Homes Limited and J.A. Pye (Oxford) Limited	133
J.A. Pye (Oxford) Limited	Bovis Homes Limited and J.A. Pye (Oxford) Limited	133
Gray's Inn Nominees Limited	Bovis House Limited and J.A. Pye (Oxford) Limited	3

~~2. The above is a true and correct copy of the original document as submitted to the Registrar of Companies on 11/11/1998.~~

L. L. Hines
.....
For and on behalf of
Wilcon Homes Limited

M. Jung
.....
For and on behalf of
Gray's Inn Nominees Limited

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For and on behalf of
Bovis Homes Limited

any
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For and on behalf of
J.A. Pye (Oxford) Limited

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For and on behalf of
Barratt Developments plc

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For and on behalf of
John McLean & Sons Limited

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For and on behalf of
Beazer Homes Limited

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For and on behalf of
Wimpey Homes Holdings Limited

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For and on behalf of
Ideal Homes Holdings Limited

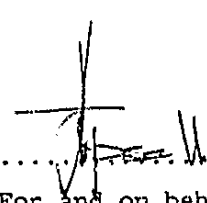
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For and on behalf of
McCarthy & Stone (Developments)
Limited

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For and on behalf of
Bovis Homes Limited

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For and on behalf of
J.A. Pye (Oxford) Limited

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For and on behalf of
Barratt Developments plc

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For and on behalf of
John McLean & Sons Limited


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For and on behalf of
Beazer Homes Limited

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For and on behalf of
Wimpey Homes Holdings Limited

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For and on behalf of
Ideal Homes Holdings Limited

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For and on behalf of
McCarthy & Stone (Developments)
Limited

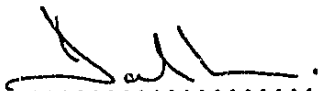
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For and on behalf of
Bovis Homes Limited

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J.A. Pye (Oxford) Limited

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For and on behalf of
Barratt Developments plc

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For and on behalf of
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Beazer Homes Limited


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For and on behalf of
Wimpey Homes Holdings Limited

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For and on behalf of
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For and on behalf of
McCarthy & Stone (Developments)
Limited

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Bovis Homes Limited

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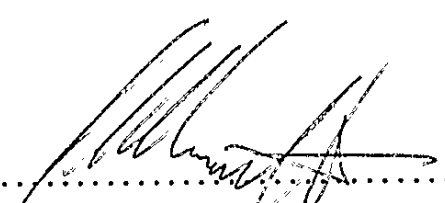
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For and on behalf of
Barratt Developments plc

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For and on behalf of
John McLean & Sons Limited

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For and on behalf of
Beazer Homes Limited

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For and on behalf of
Wimpey Homes Holdings Limited

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For and on behalf of
Ideal Homes Holdings Limited

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For and on behalf of
McCarthy & Stone (Developments)
Limited

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For and on behalf of
Bovis Homes Limited

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For and on behalf of
J.A. Pye (Oxford) Limited

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For and on behalf of
Barratt Developments plc

J. J. Hickstock
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For and on behalf of
John McLean & Sons Limited

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For and on behalf of
Leazer Homes Limited

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For and on behalf of
Wimpey Homes Holdings Limited

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For and on behalf of
Ideal Homes Holdings Limited

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For and on behalf of
McCarthy & Stone (Developments)
Limited

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For and on behalf of
Bovis Homes Limited

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For and on behalf of
J.A. Pye (Oxford) Limited

24
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For and on behalf of
Barratt Developments plc

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For and on behalf of
John McLean & Sons Limited

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For and on behalf of
Beazer Homes Limited

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Ideal Homes Holdings Limited

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For and on behalf of
McCarthy & Stone (Developments)
Limited

P. W. J.
.....
For and on behalf of
Bovis Homes Limited

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For and on behalf of
J.A. Pye (Oxford) Limited

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For and on behalf of
Barratt Developments plc

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John McLean & Sons Limited

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Limited

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For and on behalf of
Bovis Homes Limited

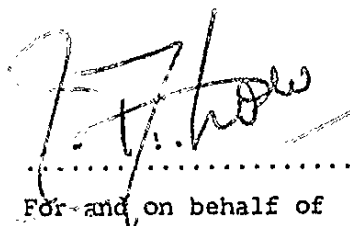
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For and on behalf of
J.A. Pye (Oxford) Limited

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Barratt Developments plc

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For and on behalf of
Beazer Homes Limited

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For and on behalf of
Ideal Homes Holdings Limited

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For and on behalf of
McCarthy & Stone (Developments)
Limited

2057655

THE COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS OF
OXFORD LAND LIMITED

Dated this 19th day of August 1993

We, the undersigned, being all the members of the above-named Company for the time being entitled to attend and vote at General Meetings of the Company **HEREBY RESOLVE** to pass the following Special Resolutions:

SPECIAL RESOLUTION 1

That in accordance with Section 252 of the Companies Act 1985 this Company being a dormant Company within the meaning of the Act be and is hereby exempted from appointing Auditors.

SPECIAL RESOLUTION 2

That the registered office of the Company be situate at Bovis House, Lansdown Road, Cheltenham, Gloucestershire GL50 2JA with immediate effect.



[Handwritten signature]
.....

for and on behalf of
BOVIS HOMES LIMITED

[Handwritten signature]
.....

for and on behalf of
J.A. PYE (OXFORD) LIMITED

This is to certify that this is a true copy of a Special Resolution of Oxford Land Limited passed on the 19th of August 1993.

[Handwritten signature]
.....
Company Secretary