

THE COMPANIES ACT 1985

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

2133222

MEMORANDUM OF ASSOCIATION

OF

VICTORIA HOUSE (BURY ST EDMUNDS) MANAGEMENT COMPANY LIMITED

1. * The Company's name is "VICTORIA HOUSE (BURY ST EDMUNDS) MANAGEMENT COMPANY LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
 - (A) (i) To undertake the management and administration of flats maisonettes dwellinghouses shops offices and other accommodation and to provide such services for the tenants and residents thereof and to carry out such reconstruction renewal repairs maintenance or renovations thereto as may be necessary or desirable.
 - (ii) To manage any land buildings or other property and to collect rents and income and to supply to lessees residents tenants occupiers and others heating lighting cleaning gas water and electricity and other services refreshments attendants messengers waiting rooms meeting rooms gardens conveniences lifts garages and other advantages and amenities and to maintain the same and in connection therewith to engage and employ servants gardeners companies and persons; and to carry on the businesses of caterers proprietors of restaurants cafes clubs refreshment rooms concert halls dance halls baths dressing rooms laundries reading writing and newspaper rooms and rooms for public and private use and places of amusement recreation sport entertainment dancing and instruction licensed victuallers provision merchants bakers confectioners tobacconists market gardeners dairymen butchers garage proprietors insurance agents property repairers and jobbers house land and estate agents and general merchants agents factors traders and brokers.
 - (iii) The doing of all such other things as are incidental or conducive to the attainment of those objects.
4. The liability of the Members is limited.
5. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a Member or within one year after he ceases to be a Member, for payment of the Company's debts and liabilities contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

* The Company's name was, on the 1st day of October 1987, changed from "ELMARCH LIMITED".

21 NOV 1987
M. OFFICE
[Signature]

WE, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

NAMES AND ADDRESSES OF SUBSCRIBERS

ROY C. KEEN,
Temple Chambers,
Temple Avenue,
London EC4Y OHP.

NIGEL L. BLOOD,
Temple Chambers,
Temple Avenue,
London EC4Y OHP.

Dated the 1st day of May, 1987.

Witness to the above Signatures:-

J. JEREMY A. COWDRY,
Temple Chambers,
Temple Avenue,
London EC4Y OHP.

THE COMPANIES ACT 1985

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
VICTORIA HOUSE (BURY ST EDMUNDS) MANAGEMENT COMPANY LIMITED

PRELIMINARY

1. The Regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 2 to 35 inclusive, 54, 55, 57, 59, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A, shall not apply to the Company but the Articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the Articles of Association of the Company.

INTERPRETATION

2. In Clause 1 of Table A, the definition of "the holder" shall be omitted.

MEMBERS

3. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be Members of the Company. No person shall be admitted a Member of the Company unless he is approved by the Directors. Every person who wishes to become a Member shall deliver to the Company an application for membership in such form as the Directors require executed by him.

4. A Member may at any time withdraw from the Company by giving at least seven clear days' notice to the Company. Membership shall not be transferable and shall cease on death.

NOTICE OF GENERAL MEETINGS

5. In Clause 38 of Table A:-

- (a) in paragraph (b) the words "of the total voting rights at the meeting of all the Members" shall be substituted for "in nominal value of the Shares giving the right" and
- (b) the words "The notice shall be given to all the Members and to the Directors and Auditors" shall be substituted for the last sentence.

PROCEEDINGS AT GENERAL MEETINGS

6. The words "and at any separate meeting of the holders of any class of Shares in the Company" shall be omitted from Regulation 44 of Table A.

7. Paragraph (d) of Regulation 46 of Table A shall be omitted.

VOTES OF MEMBERS

8. On a show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.

DIRECTORS' EXPENSES

9. The words "of any class of Shares or" shall be omitted from Regulation 83 of Table A.

PROCEEDINGS OF DIRECTORS

10. In paragraph (c) of Regulation 94 of Table A the word "debentures" shall be substituted for the words "shares, debentures or other securities" in both places where they occur.

MINUTES

11. The words "of the holders of any class of shares in the Company" shall be omitted from Regulation 100 of Table A.

NOTICES

12. The second sentence of Regulation 112 of Table A shall be omitted.

13. The words "or of the holders of any class of Shares in the Company" shall be omitted from Regulation 113 of Table A.

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