



COMPANIES FORM No. 12

**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

To the Registrar of Companies

For official use

For official use

* insert full
name of Company

Name of company

* <u>BANDEFAWN</u>	
<u>LIMITED</u>	

I, Daniel John Dwyerof 50 Lincoln's Inn Fields, London, WC2A 3PF† delete as
appropriate

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)†~~ 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 14 Old SquareLincoln's InnLondon WC2the 15TH day of MayOne thousand nine hundred and Eighty Sevenbefore me C. E. Rankmore

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

Declarant to sign below

C. E. Rankmore
Solicitor

**D. & D. LAW AGENCY
SERVICES LIMITED**50, Lincoln's Inn Fields,
London WC2A 3PFCompany Registration Agents
Law Stationers,
and PrintersTelephone: 01-405-1082
01-405-7215**Presenter's name address and
reference (if any):**

D & D LAW AGENCY
SERVICES LIMITED
50 Lincoln's Inn Fields
London, WC2A 3PF

For official Use

New Companies Section

Post room



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

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

To the Registrar of Companies

For official use

* insert full name
of company

Name of company

*
BAND FAWN LIMITED

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

50 Lincoln's Inn Fields	
London	
Postcode	WC2A 3PF

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

D & D LAW AGENCY SERVICES LIMITED	
50 Lincoln's Inn Fields	
London	
Postcode	WC2A 3PF

Number of continuation sheets attached (see note 1)

--

D. & D. LAW AGENCY
SERVICES LIMITED
50, Lincoln's Inn Fields,
London WC2A 3PF

Company Registration Agents
Law Stationers,
and Printers
Telephone: 01-405-1082
01-405-7215



Presentor's name address and
reference (if any):
D & D LAW AGENCY
SERVICES LIMITED
50 Lincoln's Inn Fields
London WC2A 3PF

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 COMPANY REGISTRATION AGENT	
DANIEL JOHN DWYER			
Previous name(s) (note 3) N/A		Nationality BRITISH	
Address (note 4)		Date of birth (where applicable) (note 6) N/A	
50 Lincoln's Inn Fields			
London	Postcode WC2A 3PF		
Other directorships †			
D & D LAW AGENCY SERVICES LIMITED			
W. KYBERT & SON LIMITED			
I consent to act as director of the company named on page 1		Date 18 MAY 1987	
Signature			

† 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 COMPANY REGISTRATION AGENT	
SAMUEL GEORGE ALAN LLOYD			
Previous name(s) (note 3) N/A		Nationality BRITISH	
Address (note 4)		Date of birth (where applicable) (note 6) N/A	
50 Lincoln's Inn Fields			
London	Postcode WC2A 3PF		
Other directorships †			
D & D LAW AGENCY SERVICES LIMITED			
I consent to act as director of the company named on page 1		Date 18 MAY 1987	
Signature			

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		Date	
Signature			

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)		
DANIEL JOHN DWYER		
Previous name(s) (note 3) N/A		
Address (notes 4 & 7)		
50 Lincoln's Inn Fields		
London	Postcode	WC2A 3PF
I consent to act as secretary of the company named on page 1		
Signature		Date 18 MAY 1987

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 18 MAY 1987
Signed	Date 18 MAY 1987
Signed	Date
Signed	Date
Signed	Date
Signed	Date

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION



02139640

-OF-

BANDFAWN LIMITED.

1. The Company's name is "BANDFAWN LIMITED."

2. The Company's registered office is to be situated in England and Wales.

3.(a) The Company's objects are to carry on all or any of the businesses of general merchants and traders, manufacturers, assemblers, distributors, importers, exporters, merchants, factors and shippers of and wholesale and retail dealers in goods, wares, produce, products, commodities, fancy goods, handicrafts, and merchandise of every description, to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient, and to negotiate, assign and mortgage or pledge for cash or otherwise, any such agreements and the payments due thereunder and any property the subject thereof, to carry on all or any of the businesses of mail order specialists, credit and discount traders, cash and carry traders, manufacturers' agents, commission and general agents, brokers, factors, warehousemen, and agents in respect of raw and manufactured goods of all kinds, and general railway, shipping and forwarding agents and transport contractors; to create, establish, build up, and maintain an organisation for the marketing, selling, retailing, servicing, advertisement, distribution or introduction of the products, merchandise, goods, wares, and commodities dealt in or services rendered by any persons, firms or companies, and to participate in, undertake, perform, and carry out all kinds of commercial trading and financial operations and all or any of the operations ordinarily performed by import, export and general merchants, factors, shippers, agents, traders, distributors, capitalists, and financiers, either on the Company's own account or otherwise; and to open and establish shops, stalls, stores, markets and depots for the sale, collection and distribution of the goods dealt in by the Company.



- (b) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, licence, accept surrenders of and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (d) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company, as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (e) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (f) To sell, let, licence, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (g) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.
- (h) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (i) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangements with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them.

- 1
2
- (j) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
 - (k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants and other negotiable documents.
 - (l) To purchase, subscribe for, or otherwise acquire and hold shares, stock or other interests in, or obligations of any other company or corporation.
 - (m) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
 - (n) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
 - (o) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
 - (p) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such person.
 - (q) To remunerate the Directors of the Company in any manner the Company may think fit, and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
 - (r) To distribute any property of the Company in specie among the members.
 - (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

7

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the Members is limited.

5. The Company's Share Capital is £100 divided into 100 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

7

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

SAMUEL GEORGE ALAN LLOYD
50 Lincolns Inn Fields
London
WC2A 3PF

ONE

DANIEL JOHN DWYER
50 Lincolns Inn Fields
London
WC2A 3PF

ONE

Total shares taken

TWO

DATED the 1st day of May 1987
WITNESS to the above Signatures

KAREN MARY STORER
50 Lincolns Inn Fields
London
WC2A 3PF

Karen Storer

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-OF-

BANDEFAWN LIMITED.

PRELIMINARY

1. Subject as hereinafter provided the Regulations set out in Table "A" of the Schedule to The Companies (Table A to F) Regulations 1985 shall apply to this Company.

2. The following clauses of the said Table "A" shall not apply to this Company videlicet:- 23, 24, 46, 47, 64, 65-69, 73-80, 94 and 95.

PRIVATE COMPANY

3. The Company is a Private Company within the meaning of the Companies Act 1985.

SHARES

4. (a) Save as hereinafter expressly authorised the Directors shall allot relevant securities (as defined in the Companies Act 1985) as authorised from time to time by the Company in general meeting in accordance with the provisions of Section 80 of the Companies Act 1985.

(b) During the period of five years commencing with the date of incorporation the Directors shall have authority to allot or otherwise dispose of any shares of the Company up to the total amount which shall remain unissued to such persons and for such consideration and upon such terms and conditions as they may determine.

5. Sections 89 and 90 of the Companies Act 1985 shall not apply to this Company.

6. The lien conferred by Clause 8 of the said Table "A" shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

7. Sections 159 and 160 of The Companies Act 1985 shall apply to this Company and the company may therefore issue shares which are to be redeemed or liable to be redeemed at the option of the Company or the shareholder.

8. Sections 162, 170, 171 and 172 of the Companies Act 1985 shall apply to this Company.

TRANSFER OF SHARES

9. 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.

10. Clause 9 of these Articles shall not apply to any transfer to a person who is already a member of the Company.

11. A member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors or failing agreement at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares the transferor may subject to Clause 9 hereof dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

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

GENERAL MEETINGS

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

14. Subject to the provisions of the Companies Act 1985 a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been

passed at a General Meeting of the Company duly convened and held.

SECRETARY

15. The first Secretary of the Company shall be the person named as the first Secretary of the Company in the statement delivered under Section 10 of the Companies Act 1985.

DIRECTORS

16. The number of Directors shall not be less than one nor more than seven. The first Director or Directors of the Company shall be the person or persons named as the first Director or Directors of the Company in the statement delivered under Section 10 of the Companies Act 1985.

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

18. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles.

19. The Company may by Ordinary Resolution, of which Special Notice has been given in accordance with Section 379 of the Companies Act 1985, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

20. The Company may by Ordinary Resolution appoint another person in place of a Director removed from office under Article 19 and without prejudice to the powers of the Directors under Article 18 the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

21. Subject to the provisions of the Companies Act 1985 in so far as the said provisions relate to a Private Limited Company a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement where he has previously disclosed his interest to the Company or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the

terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS

22. The Directors may exercise all the powers of the Company to borrow money whether in excess of the nominal amount of the share capital of the Company for the time being issued or not and to mortgage or charge its undertaking property and uncalled capital or any part thereof and subject to Section 80 of the Companies Act 1985 to issue debentures debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

ALTERNATE DIRECTOR


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

INDEMNITY


24. Subject to Section 310 of the Companies Act 1985 and in addition to such indemnity as is contained in Clause 118 of the said Table "A" every Director officer or official of the Company shall be indemnified out of the funds of the Company against all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NAMES AND ADDRESSES OF SUBSCRIBERS

SAMUEL GEORGE ALAN ELOYD
50 Lincolns Inn Fields
London
WC2A 3PF

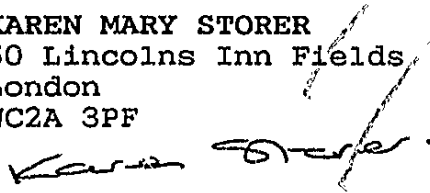


DANIEL JOHN DWYER
50 Lincolns Inn Fields
London
WC2A 3PF



DATED the 1st day of May 1987
WITNESS to the above Signatures

KAREN MARY STORER
50 Lincolns Inn Fields
London
WC2A 3PF



FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2139640

I hereby certify that

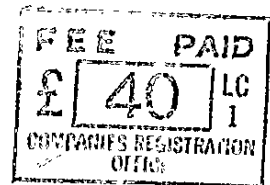
BANDFAWN LIMITED

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 10 JUNE 1987

E. Chadwick
MRS E. CHADWICK

an authorised officer



No of Company: 2139640

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-OF-

BANDFAWN LIMITED

Passed the 15th June, 1987

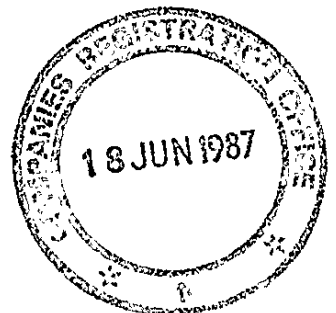
At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at the Registered Office of the Company on the 15th June, 1987 the following SPECIAL RESOLUTION was duly passed:-

RESOLUTION

"That with the consent of the Department of Trade the Name of the Company be changed to:-

BRIDGE APPROACH LIMITED"

DIRECTOR 



PRESENTED BY:-

D & D LAW AGENCY SERVICES LTD
50, LINCOLNS I CHURCH LANE
LONDON WC2N 3ET
TEL. 01-405 1 1111

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2139640

I hereby certify that

BANDFAWN LIMITED

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

BRIDGE APPROACH LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 29 JUNE 1987

P. A. Rowley
MRS P. A. ROWLEY

an authorised officer

No. 2139640

COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS

OF

BANDFAWN LIMITED

(Passed on 15TH JUNE, 1987)

At a duly convened Extraordinary General Meeting of the above-named Company held at *THE REGISTERED OFFICE OF THE COMPANY ON THE 15TH JUNE, 1987*, the following resolutions were duly passed as Special Resolutions :

1. That the Memorandum of Association be altered as follows:-
 - i) By deleting the existing Clause 3(a) and replacing it with the following new clause:-

"3(a)(1). The Company's objects are to acquire the freehold property known as the former British Railways Staff Hostel, Bridge Approach, London NW1 ("the Building") and to hold the same as an investment for the benefit of the Tenants of the premises comprised therein."
 - ii) By the insertion of a new clause as follows:-

"3(a)(2). To manage the Building and to collect the rents and income thereof and to supply to the Tenants the services undertaken by the Landlord under the Leases of the premises comprised in the Building and generally to discharge the duties of the freeholder of the Building from time to time".



BANDFAWN1-66-3


1

D & D LAW AGENCY SERVICES LTD
50, LINCOLNS INN FIELDS
LONDON WC2A 3PF
TEL. 01-405 1082/7215

2. That the Company hereby alters its Articles of Association by adopting new Articles of Association in the form submitted to the Meeting and initialled by the Chairman of the Meeting for the purposes only of identification in cancellation of and to the exclusion of the existing Articles of Association of the Company.

3. That the authorised share capital of the Company be increased from £100 to £110 by the creation of an additional 10 / Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares of £1 each in the Company.

4. That the 110 Shares of £1 each in the capital of the Company be consolidated and divided into 11 Ordinary Shares of £10 each.



Chairman

11

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
NEW ARTICLES OF ASSOCIATION OF BANDFAWN LIMITED
(adopted by Special Resolution passed on the 15TH JUNE, 1987)

PRELIMINARY

1. (a) The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Regulations of the Company.

- (b) In these Articles :-

"the Act"	means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
"the Building"	shall have the meaning assigned to it in the Memorandum of Association
"Premises"	means any office or other business premises comprised in the Building and leased to a Tenant.
"Tenant"	means the person or persons firm or company or companies to whom a lease of the Premises for a term of 99 years less the last three days thereof from 26th February 1986 has been granted or assigned.
"the Company"	Bandfawn Limited

- (c) In these Articles unless the context otherwise requires:-
- i) Reference to the singular number shall include reference to the plural and vice versa.
 - ii) Reference to the masculine gender shall include reference to the feminine and vice versa.

ALLOTMENT AND TRANSFER OF SHARES

2. (a) The subscribers to the Memorandum of Association of the Company shall be duly registered as Members of the Company in respect of the shares for which they have signed such Memorandum.

- (b) A Subscriber may transfer the share subscribed by him ("a Subscriber share") to a person who is not a Tenant nominated by him in writing to succeed him as a Member ("the Transferee"). The Transferee Transferees Subscriber or Subscribers as the case may be shall transfer their respective shares to the Tenants of the penultimate and final leases of the Building respectively and on such transfer the relevant Subscriber share shall cease to have attached to it the additional voting rights conferred by Article 10 herein and shall cease to have attached to it the additional powers of appointment and removal of Directors conferred by Article 11 herein and upon such transfer shall cease to be a Subscriber share for the purposes of these Articles.
 - (c) Save as aforesaid no share shall be allotted or transferred to any person firm or company who is not a Tenant and not more than one share may be issued to the Tenant in respect of the Premises.
 - (d) A share shall be transferred upon or immediately before a change in the ownership of the Premises in respect of which it is held and to the person firm or company becoming or about to become upon such change the Tenant of such Premises.
 - (e) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
 - (f) Subject as provided in paragraph (c) above the Directors are severally and unconditionally authorised for the purpose of Section 80 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may after that period allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revised or varied by Ordinary Resolution of the Company in General Meeting.
3. (a) If any member of the Company who is a Tenant parts with all interest in the Premises held by him, or if his interest therein for any reason ceases and determines then in the event of his death his legal personal representative or representatives, or in the event of his bankruptcy, his trustee in bankruptcy or if a member is a Company in the event of its winding up the Liquidator shall transfer his shareholding in the Company to the person firm or Company who shall become the Tenant of the Premises.
- (b) Where two or more persons hold a share in the Company jointly they shall be treated as a single member.

- (c) The price to be paid on the transfer of a share shall be its nominal value.
 - (d) If the holder of a share (or his legal personal representative or representatives or trustee in bankruptcy or Liquidator) refuses or neglects to transfer it, one of the Directors duly nominated for that purpose by a Resolution of the Board, shall be the attorney of such holder with full power on his behalf and in his name to execute, complete and deliver a transfer of his share to the person or persons to whom the same ought to be transferred hereunder and the Company may receive and give a good discharge for the purchase money and enter the name of the transferee of the said share in the Register of Members as the holder thereof.
4. If a member shall die or be adjudged bankrupt or if a corporate member is wound up, his legal personal representative or representatives or the trustee in bankruptcy or Liquidator (as the case may be) shall be entitled to be registered as a member of the Company provided he shall for the time being be a Tenant.
5. (a) The Directors shall refuse to register any transfer of shares made in contravention of all foregoing provisions of these Articles, but otherwise shall have no power to refuse to register a transfer.
- (b) Clause 24 in Table A shall not apply to the Company.

SHARES

6. The lien conferred by Clause 8 in Table A shall attach also to fully paid up shares and the Company shall also have a first and paramount lien on all shares whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or shall be one of two or more joint holders for all money presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.
7. The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

GENERAL MEETINGS AND RESOLUTIONS

8. (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified accordingly.

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the

exception of declaring a dividend, the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, and the appointment of and the fixing of the remuneration of, the Auditors.

- (b) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies, and notices of and other communications relating to any General Meeting which any member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.
9. (a) 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; save as herein otherwise provided two members (one at least of which must be a Subscriber or a Transferee unless both Subscriber shares have been transferred to the Tenants of the penultimate and final leases of the Building respectively) present in person or by proxy or by representative appointed in accordance with Section 375 of the Act shall be a quorum. Clauses 40 and 41 of Table A shall not apply to the Company.
- (b) If within thirty minutes from the time fixed for the meeting a quorum is not present, the meeting, if commenced on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such day and to such time, and place, as may be fixed by the Chairman of the meeting and if at such adjourned meeting a quorum is not present within fifteen minutes from the time fixed for holding the meeting, the meeting shall be dissolved except that if a meeting to consider a resolution or resolutions for the winding up of the Company and the appointment of a liquidator be adjourned for want of a quorum and at such adjourned meeting such a quorum is not present within fifteen minutes from the time appointed for the adjourned meeting any member present in person or by proxy shall constitute a quorum for the purposes of considering and if thought fit passing such resolution or resolutions but no other business may be transacted.
10. Subject to any rights or restrictions attached to any shares on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to a vote, shall have one vote and on a poll every member shall have one vote for every share of which he is the holder Provided that the holders or holder for the time being of each Subscriber share shall on a poll have thirty votes for the Subscriber share of which they are the holders or holder. Clause 54 of Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

11. The holder or holders of the Subscriber share or shares shall be entitled to appoint not more than two persons to be Directors of the Company, to remove from office any person so appointed and to appoint another person in the place of any person so appointed who has ceased for any reason to be a Director. All appointments or removals of Directors under this Article shall be in writing signed by or on behalf of the holder or holders of the Subscriber share or shares making the same and shall take effect when delivered to the registered office of the Company.
12. (a) The number of Directors shall not be less than two and shall not be subject to any maximum. Clause 64 in Table A shall not apply to the Company.
(b) The Directors may from time to time elect from their number, and remove, a Chairman and/or Deputy Chairman and determine the period for which they are respectively to hold office. The Chairman or, in his absence, the Deputy Chairman (if any) shall preside at all meetings of the Board of Directors, but if no Chairman or Deputy Chairman is appointed, or neither is present within five minutes after the time fixed for holding any meeting, the Directors present may choose one of their number to act as Chairman at such meeting.
13. (a) The Directors shall not be entitled to any remuneration from the Company for acting in that capacity. Clause 82 of Table A shall not apply to the Company.
(b) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
(c) The Directors may appoint a member who is willing to act to be a Director either to fill a vacancy or as an additional Director. Clause 79 of Table A shall not apply to the Company.

BORROWING POWERS

14. The Directors may exercise all the powers of the Company to borrow money without limit as they think fit and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage charge or standard security over its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

15. (a) Each Director shall have the power at any time to appoint any person (including another Director) as an alternate Director and at any time to terminate such appointment. Every such appointment and removal of an alternate Director shall be in writing signed by the appointor and (subject to any approval required) shall (unless the Directors agree otherwise) only take effect upon receipt of such appointment or removal at the registered office of the Company. Clause 65 of Table A shall not apply to the Company.
- (b) An alternate Director shall not be entitled to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as his appointor may by notice in writing to the Company from time to time direct and the first sentence of Clause 66 in Table A shall be modified accordingly.
- (c) An alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

DISQUALIFICATION OF DIRECTORS

16. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and Clause 81 in Table A shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

17. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- (b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

INDEMNITY

18. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- (b) Clause 118 in Table A shall not apply to the Company.

G

COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number

--	--	--	--	--	--

2139640

Name of company

* **BANDFAWN LIMITED***Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 15/6/87 the nominal capital of the company has been
increased by £ 10 beyond the registered capital of £ 100.

†The copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.†

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:

The new shares have been issued to rank pari passu in all
respects with the existing Ordinary Shares of £1 each in
the capital of the Company

§Delete as
appropriate

Signed

[Director] [Secretary] § Date 15/6/87Please tick here if
continued overleaf

--

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

O & D LAW AGENCY SERVICES LTD
50, LINCOLNS INN FIELDS
LONDON WC2A 3PF
TEL. 01-405 1082/7215

For official use

General section

Post room



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoth Street, London SE1 5TS

Companies G123

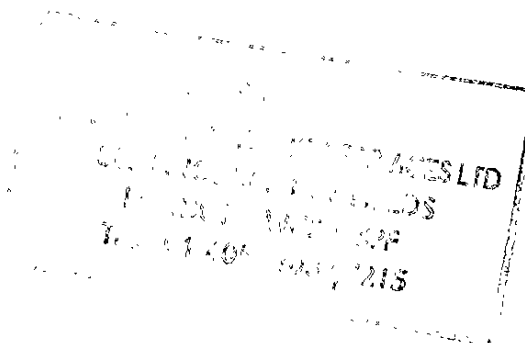
1985 Edition
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BRIDGE APPROACH LIMITED

COMPANY NUMBER:- 2139640

INCORPORATED THE 10TH DAY OF JUNE 1987

EGERTON SANDLER
17-18 DOVER STREET
LONDON
W1X 4QQ
SOLICITORS



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-OF-

BRIDGE APPROACH LIMITED

26/8/87

BRIDGE APPROACH SERVICES LIMITED

1. The Company's name is "BRIDGE APPROACH LIMITED".
2. The Company's registered office is to be situated in England and Wales.
- 3.(a)(1) The Company's objects are to acquire the freehold property known as the former British Railway Staff Hostel, Bridge Approach, London, NW1 ("the Building") and to hold the same as an investment for the benefit of the Tenants of the premises comprised therein.

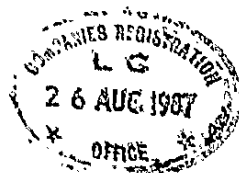
(2) To manage the Building and to collect the rents and income thereof and to supply to the Tenants the services undertaken by the Landlord under the Leases of the premises comprised in the Building and generally to discharge the duties of the freeholder of the Building from time to time.

(b) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.

(c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, licence, accept surrenders of and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.

(d) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company, as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.

By Special Resolutions passed 15th June 1987 the name of the Company was changed from "BANDPAWN LIMITED" to "BRIDGE APPROACH LIMITED" and the objects were altered.



- (e) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (f) To sell, let, licence, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (g) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.
- (h) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (i) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnerships or any joint purse arrangements with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them.
- (j) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants and other negotiable documents.
- (l) To purchase, subscribe for, or otherwise acquire and hold shares, stock or other interests in, or obligations of any other company or corporation.
- (m) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

- (n) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (o) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (p) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependants or connections of such persons and to grant pensions and allowances to any such person.
- (q) To remunerate the Directors of the Company in any manner the Company may think fit, and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependants or connections.
- (r) To distribute any property of the Company in specie among the members.
- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the Members is limited.

* 5. The Company's Share Capital is £100 divided into 100 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

* By Special Resolution passed 15th June 1987 the authorised share capital of the Company was increased from £100 to £110 by the creation of an additional 10 Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares of £1 each in the Company.

* By Special Resolution passed 15th June 1987 the 110 Shares of £1 each in the capital of the Company be consolidated and divided into 11 Ordinary Shares of £10 each.

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

SAMUEL GEORGE ALAN LLOYD
50 Lincolns Inn Fields
London
WC2A 3PF

ONE

DANIEL JOHN DWYER
50 Lincolns Inn Fields
London
WC2A 3PF

☞ ONE

Total shares taken

TWO

DATED the 1st day of May 1987
WITNESS to the above Signatures

KAREN MARY STORER
50 Lincolns Inn Fields
London
WC2A 3PF

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-OF-

26/8/87

BRIDGE APPROACH LIMITED

As adopted by Special Resolution passed 15th June 1987

PRELIMINARY

1. (a) The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Regulations of the Company.

(b) In these Articles :-

"the Act"

means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

"the Building"

shall have the meaning assigned to it in the Memorandum of Association.

"Premises"

means any office or other business premises comprised in the Building and leased to a Tenant.

"Tenant"

means the person or persons firm or company or companies to whom a lease of the Premises for a term of 99 years less the last three days thereof from 26th February has been granted or assigned.

"the Company"

Bandfawn Limited



(c) In these Articles unless the context otherwise requires:-

- i) Reference to the singular number shall include reference to the plural and vice versa.
- ii) Reference to the masculine gender shall include reference to the feminine and vice versa.

ALLOTMENT AND TRANSFER OF SHARES

2. (a) The subscribers to the Memorandum of Association of the Company shall be duly registered as Members of the Company in respect of the shares for which they have signed such Memorandum.
- (b) A Subscriber may transfer the share subscribed by him ("a Subscriber share") to a person who is not a Tenant nominated by him in writing to succeed him as a Member ("the Transferee"). The Transferee Transferees Subscriber or Subscribers as the case may be shall transfer their respective shares to the Tenants of the penultimate and final leases of the Building respectively and on such transfer the relevant Subscriber share shall cease to have attached to it the additional voting rights conferred by Article 10 herein and shall cease to have attached to it the additional powers of appointment and removal of Directors conferred by Article 11 herein and upon such transfer shall cease to be a Subscriber share for the purposes of these Articles.
- (c) Save as aforesaid no share shall be allotted or transferred to any person firm or company who is not a Tenant and not more than one share may be issued to the Tenant in respect of the Premises.
- (d) A share shall be transferred upon or immediately before a change in the ownership of the Premises in respect of which it is held and to the person firm or company becoming or about to become upon such change the Tenant of such Premises.
- (e) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- (f) Subject as provided in paragraph (c) above the Directors are severally and unconditionally authorised for the purpose of Section 80 of the Act to exercise any power of the Company to allot and grant rights to

subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may after that period allot any shares, or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revised or varied by Ordinary Resolution of the Companies in General Meeting.

3. (a) If any member of the Company who is a Tenant parts with all interest in the Premises held by him, or if his interest therein for any reason ceases and determines then in the event of his death his legal personal representative or representatives, or in the event of his bankruptcy, his trustee in bankruptcy or if a member is a Company in the event of its winding up the Liquidator shall transfer his shareholding in the Company to the person firm or Company who shall become the Tenant of the Premises.
- (b) Where two or more persons hold a share in the Company jointly they shall be treated as a single member.
- (c) The price to be paid on the transfer of a share shall be its nominal value.
- (d) If the holder of a share (or his legal personal representative or representatives or trustee in bankruptcy or Liquidator) refuses or neglects to transfer it, one of the Directors duly nominated for that purpose by a Resolution of the Board, shall be the attorney of such holder with full power on his behalf and in his name to execute, complete and deliver a transfer of his share to the person or persons to whom the same ought to be transferred hereunder and the Company may receive and give a good discharge for the purchase money and enter the name of the transferee of the said share in the Register of Members as the holder thereof.

4. If a member shall die or be adjudged bankrupt or if a corporate member is wound up, his legal personal representative or representatives or the trustee in bankruptcy or Liquidator (as the case may be) shall be entitled to be registered as a member of the Company provided he shall for the time being be a Tenant.

5. (a) The Directors shall refuse to register any transfer of shares made in contravention of all foregoing provisions of these Articles, but otherwise shall have no power to refuse to register a transfer.
- (b) Clause 24 in Table A shall not apply to the Company.

SHARES

6. The lien conferred by Clause 8 in Table A shall attach also to fully paid up shares and the Company shall also have a first and paramount lien on all shares whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or shall be one of two or more joint holders for all money presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.
7. The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

GENERAL MEETINGS AND RESOLUTIONS

8. (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified accordingly.

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, and the appointment of and the fixing of the remuneration of, the Auditors.

- (b) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies, and notices of and other communications relating to any General Meeting which any member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.

9. (a) 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; save as herein otherwise provided two members (one at least of which must be a Subscriber or a Transferee unless both Subscriber shares have been transferred to the Tenants of the penultimate and final leases of the Building respectively) present in person or by proxy or by representative appointed in accordance with Section 375 of the Act shall be a quorum. Clauses 40 and 41 of Table A shall not apply to the Company.
- (b) If within thirty minutes from the time fixed for the meeting a quorum is not present, the meeting, if commenced on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such day and to such time, and place, as may be fixed by the Chairman of the meeting and if at such adjourned meeting a quorum is not present within fifteen minutes from the time fixed for holding the meeting, the meeting shall be dissolved except that if a meeting to consider a resolution or resolutions for the winding up of the Company and the appointment of a liquidator be adjourned for want of a quorum and at such adjourned meeting such a quorum is not present within fifteen minutes from the time appointed for the adjourned meeting any member present in person or by proxy shall constitute a quorum for the purposes of considering and if thought fit passing such resolution or resolutions but no other business may be transacted.
10. Subject to any rights or restrictions attached to any shares on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to a vote, shall have one vote and on a poll every member shall have one vote for every share of which he is the holder. Provided that the holders or holder for the time being of each Subscriber share shall on a poll have thirty votes for the Subscriber share of which they are the holders or holder. Clause 54 of Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

11. The holder or holders of the Subscriber share or shares shall be entitled to appoint not more than two persons to be Directors of the Company, to remove from office any person so appointed and to appoint another person in the place of any person so appointed who has

ceased for any reason to be a Director. All appointments or removals of Directors under this Article shall be in writing signed by or on behalf of the holder or holders of the Subscriber share or shares making the same and shall take effect when delivered to the registered office of the Company.

12. (a) The number of Directors shall not be less than two and shall not be subject to any maximum. Clause 64 in Table A shall not apply to the Company.
- (b) The Directors may from time to time elect from their number, and remove, a Chairman and/or Deputy Chairman and determine the period for which they are respectively to hold office. The Chairman or, in his absence, the Deputy Chairman (if any) shall preside at all meetings of the Board of Directors, but if no Chairman or Deputy Chairman is appointed, or neither is present within five minutes after the time fixed for holding any meeting, the Directors present may choose one of their number to act as Chairman at such meeting.
13. (a) The Directors shall not be entitled to any remuneration from the Company for acting in that capacity. Clause 82 of Table A shall not apply to the Company.
- (b) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
- (c) The Directors may appoint a member who is willing to act to be a Director either to fill a vacancy or as an additional Director. Clause 79 of Table A shall not apply to the Company.

BORROWING POWERS

14. The Directors may exercise all the powers of the Company to borrow money without limit as they think fit and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage charge or standard security over its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

15. (a) Each Director shall have the power at any time to appoint any person (including another Director) as an alternate Director and at any time to terminate such appointment. Every such appointment and removal of an alternate Director shall be in writing signed by the appointor and (subject to any approval required) shall (unless the Directors agree otherwise) only take effect upon receipt of such appointment or removal at the registered office of the Company. Clause 65 of Table A shall not apply to the Company.
- (b) An alternate Director shall not be entitled to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as his appointor may by notice in writing to the Company from time to time direct and the first sentence of Clause 66 in Table A shall be modified accordingly.
- (c) An alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

DISQUALIFICATION OF DIRECTORS

16. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and Clause 81 in Table A shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

17. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- (b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

INDEMNITY

18. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- (b) Clause 118 in Table A shall not apply to the Company.

NAMES AND ADDRESSES OF SUBSCRIBERS

SAMUEL GEORGE ALAN LLOYD
50 Lincolns Inn Fields
London
WC2A 3PF

DANIEL JOHN DWYER
50 Lincolns Inn Fields
London
WC2A 3PF

DATED the 1st day of May 1987
WITNESS to the above Signatures

KAREN MARY STORER
50 Lincolns Inn Fields
London
WC2A 3PF

No. of Company: 2139640

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

BRIDGE APPROACH LIMITED

PASSED the 31st day of May 1989

Pursuant to Regulation 53 of Table A in the Schedule to
The Companies (Tables A to F) Regulations 1985 as amended by
The Companies (Tables A to F) (Amendment) Regulations

The following SPECIAL RESOLUTION was duly passed by the holders of
all the issued and allotted shares in the said Company:-

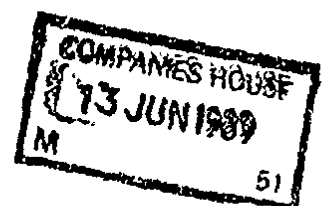
SPECIAL RESOLUTION

That the Company's Memorandum of Association be amended by the
deletion of the word "freehold" in the second line of Clause 3(a)(1)
of the said Memorandum and the replacement of the said word by the
word "leasehold".

Signature

Director

Certified a true copy of the original
Kingsley Napley 8th June 1989



JK/53