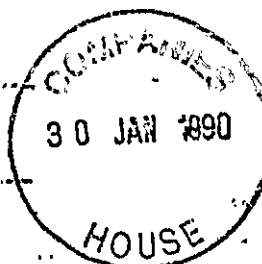


No. 2244708

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION



(As amended by Resolution dated August 1989)

OF

CENTRE PARK WARRINGTON (MANAGEMENT) LIMITED

1. The name of the Company is "CENTRE PARK WARRINGTON (MANAGEMENT) LIMITED".
2. The Registered Office of the Company will be situate in England and Wales.
3. The objects for which the Company is established are:-
 - (a) To acquire and hold a freehold interest in part or parts of a development site (the "Property") such development site being known as Centre Park Warrington, Cheshire (the "Business Park").
 - (b) To administer, manage, repair, maintain and insure the Property and all services and amenities enjoyed therewith and to collect the rents and income thereof and to provide and arrange for the provisions of services to the occupiers in the Business Park and for those purposes to employ all workmen, contractors, agents and professional advisors as may be necessary or desirable and to enter into all contracts and execute all deeds as shall be requisite.
 - (c) To sell, let, licence, purchase, take on lease or licence, hire, exchange or otherwise dispose of or acquire any real or personal property of any kind which is appropriate or convenient for the proper discharge or conduct of the business of the Company.
 - (d) To borrow or raise money in such manner and on such terms as the Company shall deem fit and to give any form of security therefor or for any of its obligations whatsoever.

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- (e) Either with or without the Company receiving any consideration, advantage or benefit, to give, enter into and/or accept any guarantees or contracts of indemnity or suretyship and to guarantee, support or secure, and whether by personal covenant and/or by mortgaging or charging all or any part of the undertaking, property and assets, present and future (including uncalled capital), of the Company and/or otherwise, the performance and discharge of the liabilities and obligations of every description of, and the payment and/or repayment of any moneys (including but not limited to principal, premiums, interest, dividends and other moneys secured by or payable under any obligations or securities) by any person, firm or company whatsoever including but not limited to any company which is for the time being (within the meaning of Section 736 of the Companies Act 1985) in relation to the Company its holding company or another subsidiary of such holding company or a subsidiary of the Company, or which is controlled by the same persons as control the Company (a "related company") or which is associated with the Company or any related company in business or otherwise or of any person, firm or company which the Directors shall consider appropriate".
- (f) To effect insurance against any risk to which the Company, any property belonging to the Company or any person employed by the Company may be subject and to effect policies of life assurance in respect of any person in whose life the Company has an insurable interest.
- (g) To pay gratuities, pensions and retirement benefits to persons formerly employed by the Company and their wives, husbands and dependants, and to pay contributions to any fund established or premiums on any insurance policy effected, to provide sickness benefits for employees and such gratuities, pension and retirement benefits.
- (h) To carry on any other trade or business whatsoever which can in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (i) To do such things as are incidental or conducive to the attainment of the above objects.

AND IT IS HEREBY DECLARED that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be independent main objects and shall be in no way limited or restricted by reference to or interference from the terms of any other paragraph of this clause.

4. The liability of the members is limited.
5. The Company's share capital is £1,000 divided into 1,000 shares of £1.00 each.

* By a Certificate of Incorporation on Change of Name issued on 13 December 1989 the name of the Company was changed to "CENTRE PARK WARRINGTON (MANAGEMENT) LIMITED".

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

NAMES, ADDRESSES AND DESCRIPTION
OF SUBSCRIBERS

NUMBER OF SHARES TAKEN BY
EACH SUBSCRIBER

For and on behalf of

1. Instant Companies Limited
2 Baches Street
London N1 6UB

One

For and on behalf of

2. Instant Companies Limited
2 Baches Street
London N1 6UB

One

Total shares taken

Two

DATED 04.01.88

Witness to the above signatures:

Terry Jayne
2 Baches Street
London N1 6UB