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P. P. Smith

No. of Company: 2288891

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

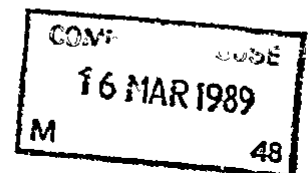
-of-

TROLLEYFIELD LIMITED

(Adopted by a Special Resolution passed on 24.2. 1989)

Incorporated on 23rd August 1988

Evershed & Tomkinson
Solicitors
Birmingham B3 3LX



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-of-

TROLLEYFIELD LIMITED

(Adopted by a Special Resolution passed on 1989)

1. The name of the Company is "TROLLEYFIELD LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - 3.1 To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, sights or privileges and to manage land buildings and other property whether belonging to the Company or not, and in particular, but without prejudice to the generaltiy of the foregoing, to maintain, repair and improve any land and buildings or other property and to provide any appropriate services benefits amenities or convenience in relation to any land buildings or other property or the occpiers thereof. Such matters may be done either for a consideration or without consideration.
 - 3.2 To take and grant such leases, and to enter into such deeds, and to procure such consents, licences or orders as may seem appropriate in connection with any of the above objects.
 - 3.3 To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, of the Company and for the like purposes to become a member of any building society.
 - 3.4 To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
 - 3.5 To invest and deal with the moneys of the Company not immediately required for the purposes of its business or upon such investments or securities and in such manner as may from time to time be determined.

- 3.6 to effect and keep on foot policies of insurance against every kind of risk and liability affecting the Company and the property of the Company, and to effect and keep on foot insurances against accidents to the Company's Directors, employees or agents.
- 3.7 To remunerate any person, firm or company rendering services to the Company either by cash payment or otherwise as may be thought expedient.
- 3.8 To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.
- 3.9 To do all such other things as are incidental or conducive to the above objects or any of them.
- 3.10 To do all or any of the above things either by or through agents, subcontractors, trustees or otherwise.
- 4. The liability of the members is limited.
- 5. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.
- 6. The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of bonus, dividend or otherwise by way of profit to members of the Company; provided that nothing herein shall prevent the payment in good faith of reasonable remuneration to any Director, officer or employee of the Company in return for any service actually rendered to the Company and provided that nothing shall prevent the distribution of the assets of the Company to the members of the Company pro rata their shareholdings in the Company on a sale or winding up of the Company.

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

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

Number of Shares
taken by each
Subscriber

SUNDER MANSUKHANI
183-185 Bermondsey Street
London SE1 3UW

ONE

LYNN HUGHES
183-185 Bermondsey Street
London SE1 3UW

ONE

Dated this 19th day of July 1988

Witness to the above signatures:-

MANZOOR M. SHAIKH
183-185 Bermondsey Street
London SE1 3UW

" B "

B. C. Cook

No. of Company: 2288891

The Companies Act 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

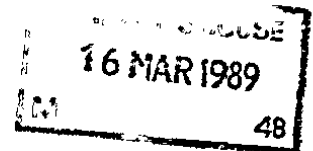
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TROLLEYFIELD LIMITED

(Adopted by a Special Resolution dated 24.2. 1989)

Incorporated on 23rd August 1988

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THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-of-

TROLLEYFIELD LIMITED

(Adopted by a Special Resolution dated

1989)

PRELIMINARY

1. The Articles hereinafter contained and, subject as hereinafter provided, the regulations (hereinafter referred to as "Table A") contained in Table A of the Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 shall constitute the regulations of the Company. In the case of any variation or inconsistency between these Articles and the regulations in Table A, the provisions of these Articles shall prevail.
2. Regulations 3, 24, 32 to 34 (inclusive), 54, 73 to 78 (inclusive) 81, 87, 93, 94, 95, 102 to 198 (inclusive), 110 and 118 of Table A shall not apply to the Company.
3.
 - 3.1 In regulation 1 of Table A, the words "or in Articles of Association adopting the same" shall be inserted after the words "contained in these regulations".
 - 3.2 In these regulations, where the context so permits, words importing the singular number only shall include the plural number, and vice versa, words importing the masculine gender only shall include the feminine gender, words importing persons shall include corporations and the expression "paid up" shall include credited as paid up.
 - 3.3 In these Articles the following words shall have the following meanings:-

"relevant estate" shall mean a 999 year lease in any one or more of the Units

"Development" shall mean the proposed office development at Highlands Road and Cransmore Avenue Solihull West Midlands comprising 28,869 square feet approximately

"Unit" shall mean a unit within the Development as listed within the Schedule to these Articles

"qualified person" shall mean the subscribers to the Memorandum of Association; Bryco Developments Limited; Bryant Group Services Limited and the holders for the time being of a relevant estate (and if the holders of a relevant estate shall be more than one person those persons are jointly a qualified person), and sublessees of the holders of a relevant estate who are granted an interest in a Unit which is substantially co-terminous with the relevant estate in that Unit.

4. 4.1 The shares in the Company shall be issued only to qualified persons.
- 4.2 Pursuant to section 80 of the Companies Act 1985 the Directors are hereby given general authority to allot up to 98 Ordinary Shares of £1 each in the capital of the Company in accordance with Article 4.1 in addition to shares shown in the Memorandum of Association to have been taken by the subscribers thereto, such authority to expire on the last day of the period of five years commencing on the date of incorporation of the Company.
- 4.3 The provisions of subsection (1) of section 89 and of Section 90 of the Companies Act 1985 shall not apply to the Company.
5. Each subscriber to the Memorandum shall transfer each of his shares in the Company at par to a qualified person as defined in Article 5 as soon as practicable following completion of a lease of all the Units and thenceforth shall not be a qualified person.
6. The shares in the Company shall be held by those persons who are qualified persons in the respective numbers set out in the Schedule appended to these Articles. Where the qualified person is the tenant of a holder of a relevant estate and has been granted an interest in part only of a Unit that tenant shall hold the proportion of the number of shares set out in the Schedule in respect of that Unit equal to the proportion which the net floor area of that part of the Unit let to the tenant bears to the total floor area of the Unit provided that no fraction of a share may be held pursuant to this clause.

TRANSFER OF SHARES

7. No share in the Company may be transferred by a member or other person entitled otherwise than to a qualified person.
8. Within fourteen days from the date when a member shall cease to be a qualified person he shall transfer his share in the Company at par to the person to whom the relevant estate has been transferred. If within fourteen days the member ceasing to be a qualified person as aforesaid shall not have transferred the said share to the person to whom the relevant estate has been transferred the Chairman for the time being of the Directors of the Company or failing him one of the Directors duly nominated by Resolution of the Board for that purpose shall forthwith be deemed to be the duly appointed Attorney of the said member with full power to execute, complete and deliver in the name of and on behalf of the said member a transfer of the said member's share to the person to whom the relevant estate has been transferred.

9. The instrument of transfer of any share shall be executed by or on behalf of the transferor and (except in the case of the transfer of a fully paid share) by or on behalf of the transferee. The transferor 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.

VOTES OF MEMBERS

10. A member who is for the time being not a qualified person shall not be entitled to vote in respect of a share of which he is the registered holder.
11. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member entitled to vote who is present in person shall have one vote and, on a poll, each member shall have one vote for each share of which he is the holder.

DIRECTORS

12. Provided a Director declares his interest therein in manner provided by the Companies Act 1985 he may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising out of the same, and if he shall so vote his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration.
13. A Director with the consent of the Board may appoint by written authority under hand a person to act for him in his capacity as Director at any meeting of the Directors which he shall not be able to attend, which authority shall be produced on request to the Chairman of any meeting of the Board at which the person so appointed shall attend.
14. Without prejudice to the powers of the Directors under regulation 79 of Table A the Company may by ordinary resolution appoint a person who is willing to act to be Director either to fill a vacancy or as an additional director.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

15. The office of a Director shall be vacated:-
- 15.1 If by notice in writing to the Company he resigns the office of Director.
- 15.2 If he becomes bankrupt or insolvent or makes any arrangement or composition with his creditors,
- 15.3 If he ceases to be a Director by virtue of any provision of the Companies Act 1985 or he becomes prohibited by law from being a Director
- 15.4 If he is or may be, suffering from mental disorder and either
- 15.4.1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or in Scotland, an

application for admission under the Mental Health (Scotland) Act 1960; or

15.4.2 an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs.

15.5 If he is removed from office by a Resolution duly passed pursuant to Section 303 of the Companies Act 1985 or under Article 22.

16. A person may be appointed or elected as a Director whatever may be his age and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

17. In addition and without prejudice to the provisions of Section 303 of the Companies Act 1985, the Company may by Extraordinary Resolution remove any Director from office at any time and may (pursuant to Article 14), by Ordinary Resolution appoint another Director in his stead, but 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.

ROTATION OF DIRECTORS

18. The Directors shall not be liable to retirement by rotation and accordingly the second sentence of regulation 79 of Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

19. A resolution in writing signed by all the Directors for the time being entitled to receive notice of meetings of Directors shall be as valid and effective as if it had been passed at a meeting of the Directors duly convened and held, and may consist of several documents in a like form each signed by one or more of the Directors.

WINDING UP

20. In regulation 117 of Table A the words "with the like sanction" shall be inserted immediately before the words "determine how such division".

INDEMNITY

21. Every Director or other officer of the Company shall be entitled to 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 727 of the Companies Act 1965 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.
This regulation shall only have effect insofar as its provisions are
not avoided by Section 316 of the Companies Act 1985.