

Private & Confidential

No. 2455786

THE COMPANIES ACTS 1985 AND 1989

AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

CANARY WHARF INVESTMENTS (THREE) *

**(adopted by Special Resolution passed on 28 March 1994
and effective from the company being
re-registered as unlimited and amended by
Special Resolutions passed on 22 December 1995 and 29 March 1996)**

1. Regulations 3, 32, 34, 35 and 64 of Table A shall not apply to the Company but the articles hereinafter contained and subject to the modification hereinafter expressed the remaining regulations of Table A shall constitute the articles of association of the Company.
2. The words "at least seven clear days notice" shall be substituted for the words "at least fourteen clear days' notice" in regulation 38 of Table A.

***Certificate of Incorporation on Change of Name dated 3 June 1994 records name change from Northern Foods (Group Services) to Canary Wharf Investments (Three).**



3. ** The share capital of the Company is £600,000,000 divided into 600,000,000 shares of £1 each.
4. The Company may by special resolution:
- (a) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe:
 - (b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares:
 - (c) subdivide its shares, or any of them, into shares of a smaller amount than its existing shares:
 - (d) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person:
 - (e) reduce its share capital and any share premium account in any way.
5. *** The holder or holders for the time being of a majority of the ordinary shares in the Company may appoint any person as a director of the Company and may remove any director. Any appointment or removal shall be made in writing signed by the holder or holders for the time being of the majority of the ordinary shares in the Company and, in the case of a body corporate holding any of those shares, the signature of any one of its directors or its duly appointed representative shall suffice. Any appointment or removal shall take effect when it is lodged at the registered office.

** The Company was originally incorporated with an authorised capital of £1,000 divided into 1000 shares of £1 each. By Special Resolution passed on 3 May 1990 it was increased to £165 million divided into 165 shares of £1 each. By Special Resolution passed on 26 September 1990 it was increased to £190 million divided into 190 million shares of £1 each. By Special Resolution passed on 22 February 1991 it was increased to £300 million divided into 300 million shares of £1 each. By Special Resolution passed on 6 December 1991 it was increased to £600 million divided into 600 million shares of £1 each.

*** Adopted by Special Resolution passed on 29 March 1996.