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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

To the Registrar of Companies
(Address overleaf)

For official use

For official use

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

[] [] [] []

2461648

Name of company

* insert full
name of Company

* M M & S (2032) LIMITED

I, MAGNUS PATON SWANSON

of 151 ST VINCENT STREET

GLASGOW G2 5NJ

† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
~~[person named as director, 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 GLASGOW

Declarant to sign below

the EIGHTH day of JANUARY

One thousand nine hundred and NINETY

before me Aine McLure
Notary Public

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

Magnus P. Swanson

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

MAGLAY KELLEY & SPENS
151 ST. VINCENT STREET

For official Use

New Companies Section

Post room

COMPANIES HOUSE

G

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

* insert full name
of company

TO THE REGISTRAR OF COMPANIES
(Address Overleaf - Note 8)

For official use

Name of company

* M M & S (2032) LIMITED

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

10 FOSTER LANE, LONDON

Postcode EC2V 6HH

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

MACLAY MURRAY & SPENS

151 ST VINCENT STREET

GLASGOW

Postcode G2 5NJ

Number of continuation sheets attached (see note 1)

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

MACLAY MURRAY & SPENS
151 ST. VINCENT STREET

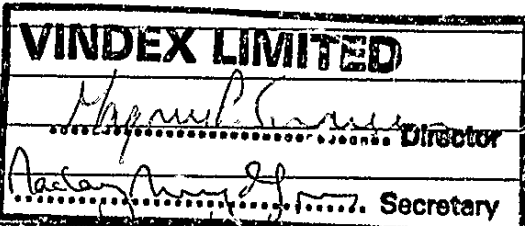
For official Use
General Section

Post room

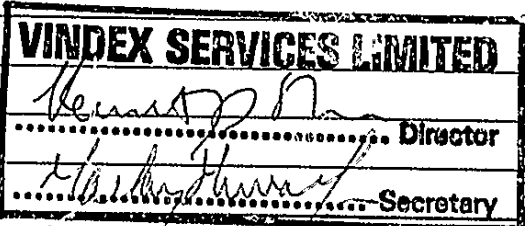
COMPANIES HOUSE
88 FARRINGTON ROAD

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) VINDEX LIMITED		Business occupation	
		N/A	
Previous name(s) (note 3)		Nationality	
Address (note 4) 151 ST VINCENT STREET		N/A	
GLASGOW		Date of birth (where applicable)	
Postcode G2 5NJ		(note 6) N/A	
Other directorships † NONE			
			
I consent to act as director of the company named on page 1			
Signature		Date 8.1.90	

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet

Name (note 3) VINDEX SERVICES LIMITED		Business occupation	
		N/A	
Previous name(s) (note 3)		Nationality	
Address (note 4) 151 ST VINCENT STREET		N/A	
GLASGOW		Date of birth (where applicable)	
Postcode G2 5NJ		(note 6) N/A	
Other directorships † NONE			
			
I consent to act as director of the company named on page 1			
Signature		Date 8.1.90	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)			
		Date of birth (where applicable)	
Postcode		(note 6)	
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

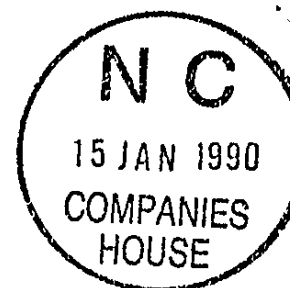
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THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
of

M M & S (2032) LIMITED



1. The Name of the Company is "M M & S (2032) LIMITED" (hereinafter called "the Company").
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-
 - (i) To carry on for profit, directly or indirectly, whether by itself or through subsidiary, associated or allied firms or companies, in any or all of its branches, wherever situated, any business or undertaking of any description and any or all trades, processes and activities in any way related thereto.
 - (ii) To acquire, establish and carry on any other business which the Company may consider desirable to be carried on in connection with its said businesses or any of them, whether similar to or connected with any of their said businesses or not, and to enter into any transaction which the Company may consider desirable or in any way auxiliary to the

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business thereof, or proper to be carried on or entered into in connection therewith.

- (iii) To purchase, feu, take on lease or in exchange, hire or otherwise acquire any property, heritable or moveable, real or personal and any rights or privileges which the Company may think necessary or convenient for the purpose of its business.
- (iv) To build, construct, alter, maintain, enlarge, pull down, remove or replace and to work, manage and control any buildings, offices, warehouses, factories, mills, workshops, sheds, machinery, engines, tools, roads, railways, docks, quays, yards, wharves, bridges, reservoirs, watercourses, electric works and other works which may seem calculated directly or indirectly to advance the interests of the Company.
- (v) To buy, sell, manufacture, import or export and deal in any property, heritable or moveable, real or personal, merchandise and produce of all kinds which can conveniently be dealt in by the Company in connection with any of its objects, and to carry on the business of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind.
- (vi) To act as directors, managers, secretaries or registrars of, or to appoint directors, managers, secretaries or registrars of any subsidiary company or of any other company in

which the Company is or may be interested, and to take part in the management, supervision and control of the business or operations of any company or undertaking, and for that purpose to appoint and remunerate any directors, managers, secretaries, registrars, trustees, accountants or other experts or agents.

- (vii) To provide services of all descriptions and to carry on business as advisers, consultants, brokers or agents of any kind and in particular for customers of the Company, and for any persons, companies or societies carrying on any business of a similar nature to that of any branch of the Company's business and to receive goods, money and effects for custody, transmission, sale or otherwise.
- (viii) To provide technical, cultural, artistic, educational entertainment or business material, facilities or services and to carry on business involving any such provision.
- (ix) To store goods of other persons, firms or companies in any warehouses or stores of the Company or others, on such terms as may with them be mutually agreed on.
- (x) To apply for or join in applying for or otherwise acquire any Letters Patent, patent rights or inventions, brevets d'invention, licences of any kind, including licences to deal in or sell excisable liquors wholesale or retail, concessions, secret processes or

registered designs, trade marks or the like which may appear to be useful to the Company, to register, protect, prolong, renew, exercise, develop, grant licences under, use, manufacture under, or turn to account the same by merchandising or otherwise, and to make researches and experiments for perfecting existing or discovering new appliances or methods of manufacture.

- (xi) To enter into partnership or amalgamation or into any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person, firm or company.
- (xii) To amalgamate with any other company whose objects are or include objects similar to those of the Company, whether by sale or purchase (for shares or otherwise) of all or any part of the undertaking subject to or free from all or any part of the liabilities of this or any such other company as aforesaid, with or without winding-up, or by sale or purchase (for shares or otherwise) of all or any part of the shares or stock of this or any such other company as aforesaid or by partnership or any arrangement of the nature of partnership or in any other manner.
- (xiii) To acquire an interest in or to buy or acquire all or any part of the business, property or undertaking and to assume all or any part of the liabilities of any other company, firm or person

carrying on any business or engaged in any undertaking which the Company may legally carry on or possessed of property or rights suitable for any of the purposes of the Company.

- (xiv) To pay for any purchases in cash or by bills of the Company or by ordinary, preference, guaranteed or deferred shares of the Company (fully paid up or partly paid up) or by debentures or other securities or acknowledgments of the Company, or one or more of them or part of the one and part of the other or others, or in any other way and generally on such terms as the Company may approve.
- (xv) To issue and allot securities of the Company for cash or in payment or part payment for any property real or personal, heritable or moveable, purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount or for any other purpose.
- (xvi) To sell, feu, exchange, lease or otherwise deal with or dispose of the whole or any part of the property and undertaking of the Company or any right over or any interest in the same in such manner, upon such terms, including payment in cash or in shares or debentures or other securities of any other company, association, firm or person, and subject to such conditions as the Company may think proper.

- (xvii) To establish or promote or concur in establishing or promoting any company or companies for the purpose of carrying on any business which the Company is authorised to carry on or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (xviii) To apply for, promote and obtain Acts of Parliament, Provisional Orders or licences of the Department of Trade which may seem calculated, directly or indirectly to benefit the Company, or be in the interests of the trade carried on by the Company or other companies carrying on similar businesses, and to oppose any Bills, Provisional Orders or any other proceedings in Parliament or elsewhere, which may seem calculated, directly or indirectly, to prejudice the Company's interests and to subscribe to the expenses thereof.
- (xix) To enter into any arrangement with any Governments or Authorities, supreme, local, municipal or otherwise, or any corporations, companies, firms or persons which may seem conducive to the attainment of the Company's objects or any or them and to obtain from any such Government, Authority, corporation, company, firm or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

- (xx) To insure with any other company or person against losses, damages and risks of all kinds which may affect the Company; provided that nothing herein contained shall empower the Company to carry on the business of life assurance, accident insurance, fire insurance, employer's liability insurance, industrial insurance, motor insurance, or any business of insurance or re-insurance within the meaning of the Insurance Companies Acts, 1958 to 1982, or any Act amending, extending or re-enacting the same or to re-insure or counter-issue any risks under any class of insurance business to which those Acts apply.
- (xxi) To take or otherwise acquire and hold in the name of the Company or of any trustees or trustee for the Company or otherwise and to use, mortgage, pledge, sell or otherwise deal with or dispose of any shares, stock, debentures or other securities of or interests in any other company, association or firm.
- (xxii) To invest and deal with the available moneys of the Company in such manner as may from time to time be determined, and to lend and advance money with or without security to any company, firm or person upon such terms as may be resolved, and to transact any of the business of a banker which may seem to the Company expedient.

- (xxiii) To receive money on deposit and to raise or borrow money without security or to secure (either by way of mortgage or charge on all or any part of the property and undertaking, present and future, and the uncalled capital of the Company or otherwise) the repayment thereof and also so to secure any debt, guarantee or other obligation of or binding on the Company in such manner and on such terms as may seem expedient.
- (xxiv) To guarantee and/or give security for the payment of money by or the performance of obligations of all kinds of the Company or any other person, firm or company and, in particular, but without prejudice to the generality of the foregoing, to guarantee and/or give security (either by way of mortgage or charge on all or any part of the property and undertaking, present and future, and the uncalled capital of the Company or otherwise) for the performance of the obligations (including the payment of the principal of and dividends, interest and premiums on and any other moneys due in respect of any stocks, shares, debentures, debenture stock or other securities) or borrowing of any company including a company which is for the time being (a) the Company's holding company or (b) a subsidiary of the Company or (c) a subsidiary of the Company's holding company, the expressions "holding company" and "subsidiary" having the meanings ascribed to them by Section 736 of the Companies Act 1985 or (d) a company in any way associated with the Company.

- (xxv) To draw, make, accept, endorse, discount, execute and issue, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable documents of every kind.
- (xxvi) To establish and contribute to and participate in pension, retirement benefit and life assurance schemes for the benefit of and to give pensions, gratuities, donations and emoluments to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or of any subsidiary or associated company, or the wives, widows, relations, connections and dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered to benefit any such persons or otherwise advance the interests of the Company or its members; to support or subscribe to any association, institution or other body whose objects are such as are calculated to promote the interests or maintain the status of the Company whether such associations are trade associations or otherwise, and to subscribe to any charitable or public institution, object or appeal of any nature whatsoever, and to make provision for the benefit of any employees or ex-employees and to officers and ex-officers (including Directors or ex-Directors) of the Company or of any subsidiary company in the event of the cessation or the transfer to any person of the whole or

Articles of Association have not been registered in this case
(company limited shares - see Section 7, Companies Act 1985)

Signed... *PB*

EO New Companies Section

Date..... *16/1/92*

2461648

part of the undertaking of the Company or the subsidiary company.

- (xxvii)- To advertise or adopt such means as may seem expedient of making known the products of the Company or those of any other corporation or person it may represent, and to carry on the business of advertisers or advertising agents.
- (xxviii) To pay all expenses of and incidental to the formation and registration of the Company and the issue of its capital and to procure the Company to be registered or recognised in any place outside Scotland.
- (xxix) To indemnify and secure any company, firm or person against debt or liability incurred or undertaken for behoof of the Company or against any costs, losses or expenses in connection with the business or the affairs of the Company.
- (xxx) To cease carrying on or wind up any business or activity of the Company, and to cancel registration of and to wind up or procure the dissolution of the Company in any state or territory.
- (xxxi) To distribute any of the property and assets of the Company among the members in specie but so that no distribution amounting to a reduction of capital be made except with the sanction, if any, for the time being required by law.

- (xxxii) To do all such things as are incidental or conducive to the attainment of the above objects and to carry out the objects of the Company as principals, agents, contractors, trustees or otherwise, and by or through agents, trustees or otherwise and either alone or in conjunction with others.

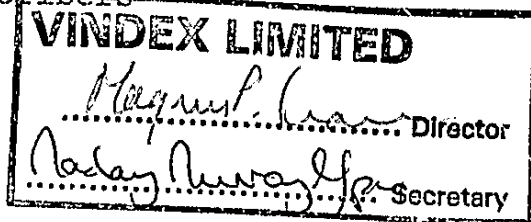
And it is hereby declared that "company" in this Clause, except where used in reference to this Company, shall include any government or statutory body or partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere "person", shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid or no par value stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed eiusdem generis where a wider construction is possible, and the objects specified in different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

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, and the Company shall have power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

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.

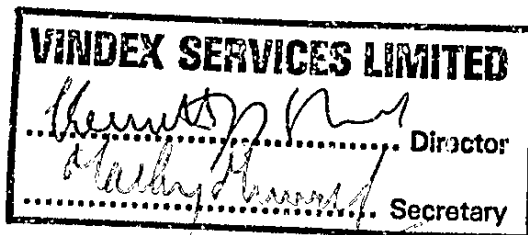
Names and Addresses of
Subscribers

Number of Shares taken by each
Subscriber



151 St Vincent Street,
Glasgow G2 5NJ.

One.



151 St Vincent Street,
Glasgow G2 5NJ.

One.

Dated this Eighth day of January One thousand nine hundred and ninety.

Witness to the above Signatures:-

Helen Elizabeth May
151 St Vincent Street
GLASGOW G2 5NJ.
Trainee Solicitor

Helen Elizabeth May

FILE COPY



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

No. 2461648

I hereby certify that

- M M & S (2032) LIMITED

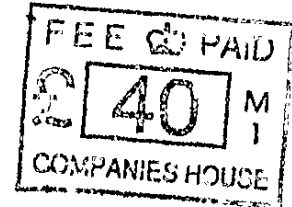
is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 22 JANUARY 1990

M. Rose
M. ROSE

an authorised officer

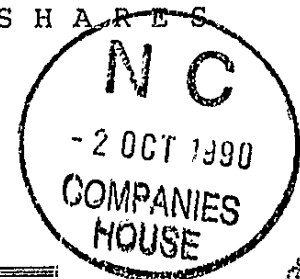
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Number of Company: 2461648



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

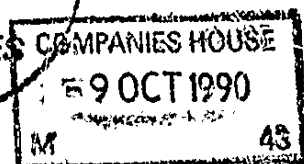
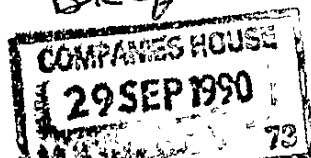
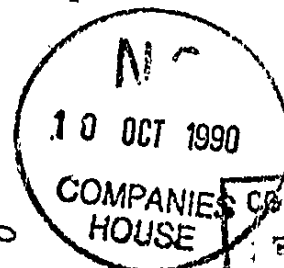
SPECIAL RESOLUTIONS
of
M M & S (2032) LIMITED



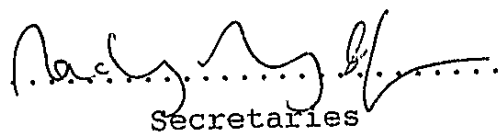
Passed 21st September 1990

At an Extraordinary General Meeting of the above named Company, duly convened, and held at 151 St. Vincent Street, Glasgow, G2 5NJ on the twenty first day of September 1990 the subjoined Special Resolutions were duly passed, viz:-

1. "That the name of the Company be changed to 'WAINHOMES (YORKSHIRE) LIMITED'."
2. "That the objects of the Company as contained in Clause 3 of its Memorandum of Association be altered by deleting the existing paragraph (i) of the said Clause 3, by substituting therefor paragraph (i) set out in the Schedule A produced to the Meeting and signed for the purpose of identification by the Chairman thereof.
3. "That the regulations contained in the Schedule B submitted to the Meeting and signed for the purpose of identification by the Chairman thereof be adopted as the Articles of



Association of the Company in substitution for and to the
exclusion of the existing Articles of Association."

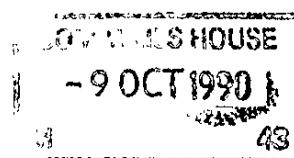

Secretaries

2462059

SCHEDULE A

[Signature]
Chairman

- (a) To purchase, take on lease, excamb or exchange or otherwise acquire and hold lands and estate, houses, shops, offices, buildings or other real or heritable property of any tenure and description in the United Kingdom and elsewhere and any estate, right or interest pertaining thereto or connected therewith, to develop, cultivate, utilise and turn to account such properties in such manner as may seem most expedient by consolidating, connecting or sub-dividing properties or buildings thereon and to sell or feu, excamb or exchange, let on lease or hire and otherwise dispose of or deal and traffic in such properties and other real or heritable property or rights or interest pertaining thereto or connected therewith. (b) To manage, maintain, uphold, repair, improve, alter, add to, develop the resources of and turn to account the heritable properties belonging to the Company in any manner including laying out and preparing land for building purposes, constructing, altering, demolishing, decorating, maintaining, furnishing, fitting up and improving buildings, draining, cultivating and planting land and laying down and maintaining roads, lanes, pavements and paths, erecting and maintaining walls, railings and fences and entering into contracts and arrangements of all kinds with builders and others and to acquire such other rights of property and otherwise as may be beneficial to or required for the heritable properties of the Company.
- (c) To carry on all or any of the trades or businesses of property owners, house, land and estate agents and factors, surveyors, auctioneers and valuers; and any



other professions, trades or businesses which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

- (d) To undertake and carry on generally the business of a property development and general investment company and any other business which may seem to the Company capable of being conveniently carried on in connection with any of the businesses or trades before mentioned or calculated, directly or indirectly, to enhance the value of or render profitable any of the Company's heritable properties, other property or rights including, without prejudice to the foregoing generality all kinds of agency business and, in particular, in relation to the sale of property and the investment, collection and receipt of money, and generally to carry on any of the above objects directly or indirectly whether or not in conjunction with any subsidiary, associated, allied or other companies or persons.

2462057

Schedule B

Chairman

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

M M & S (2032) LIMITED

(Adopted by Special Resolution dated

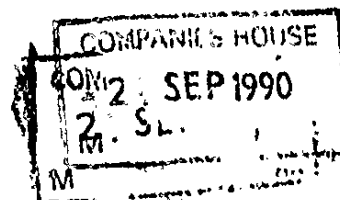
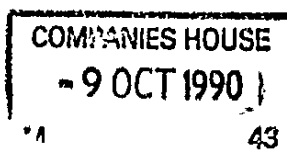
September 1990)

CONSTITUTION

1. The Company is a private company within the meaning of Section 1 of the Companies Act 1985 (hereinafter referred to as "the Act"), in accordance with and subject to the provisions of the Act and of the Memorandum of Association of the Company and of the regulations contained in or applied by Table A of The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") which are hereby adopted with the exception of regulations 5, 24, 38, 53, 65 to 69 inclusive, 73 to 80 inclusive, 87, 93 to 96 inclusive and 118 of Table A and subject to the provisions of the following additional Articles in modification of Table A, so far as hereby adopted.

SHARES

2. In accordance with the provisions of Section 80 of the Act the shares shall be at the disposal of the Directors and they may, provided that if and so long as any company is for the time being the holding company of the Company the prior consent in writing of such company has been obtained, allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper subject always to the following conditions and the other provisions of the Articles:-
 - (a) the maximum amount of relevant securities to be allotted in pursuance of this authority shall be the unissued shares in the capital of the Company for the time being and from time to time while this authority is in force;



- (b) the Directors are unconditionally authorised, provided that if and so long as any company is for the time being the holding company of the Company the prior consent in writing of such company has been obtained, to allot shares up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation; and
 - (c) no shares shall be issued at a discount.
3. In accordance with Section 91 (1) of the Act, Sections 89 (1) and 90 (1) to (6) inclusive of the Act shall be excluded from applying to allotments by the Company of equity securities (as defined in Section 94 of the Act).
 4. 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.
 5. The Company shall be entitled, but shall not be bound, to accept and, in case of acceptance, shall be entitled to record in such manner as it may think fit notices of any trusts in respect of any shares of the Company. Notwithstanding any such acceptance and/or the making of any such record, the Company shall not be bound to see to the execution, administration or observance of any trust, whether expressed, implied, or constructive, in respect of any shares of the Company and shall be entitled to recognise and give effect to the acts and deeds of the registered holders of such shares as if they were the absolute owners thereof. For the purpose of this Article "trust" includes any right in respect of any shares of the Company other than an absolute right thereto in the registered holder thereof for the time being or such other rights in case of transmission thereof as are hereinafter mentioned.

NOTICE OF GENERAL MEETINGS

6. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Director shall be called by at least twenty-one days' notice. All other extraordinary general meetings shall be called by at least fourteen days' notice but a general meeting may be called by shorter notice if it is so agreed:-
 - (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and

- (b). in case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent in nominal value of the shares giving that right.

Such agreement must be signed by the requisite percentage of members specified above, which consent and signature may be evidenced by letter, telex, cable, electronic mail, facsimile, or otherwise and may consist of several documents in the like form consented to and signed by one or more members as the Directors may from time to time resolve to permit.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

Subject to the provisions of the Articles and to any restrictions imposed on any shares, the notice shall be given to all members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the Directors and Auditors.

GENERAL MEETINGS

7. Subject to the provisions of the Articles a member may participate in a meeting of the Company by means of conference telephone or similar communications equipment whereby all the members participating in the meeting can hear each other and the members participating in a meeting in this manner shall be deemed to be present in person at such a meeting.

MEMBERS RESOLUTIONS

8. A resolution in writing which has been consented to and signed by or on behalf of all the members who would have been entitled to vote upon it if it had been proposed at a general meeting at which they were present (which consent and signature may be evidenced by letter, telex, cable, electronic mail, facsimile, or otherwise as the Directors may from time to time resolve to permit) shall be as effective as a resolution passed at a meeting of members duly convened and held and may consist of several documents in the same terms each consented to by one or more members.

DIRECTORS

9. The number of Directors shall not be less than two.

10. If and so long as any company is for the time being the holding company of the Company, the power to appoint Directors whether to fill casual vacancies or as an addition to the Board or otherwise, and the power to remove any Director, howsoever appointed, shall reside exclusively in such company. Any such appointment or removal shall be effected by instrument in writing signed on behalf of such company by one of its Directors duly authorised in that behalf and shall be effective forthwith upon the receipt of such instrument at the registered office of the Company.

BORROWING POWERS

11. The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge the whole or any part of its undertaking, property and uncalled capital, and to issue debentures, debenture stock and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

12. No Director shall be disqualified from his office by reason of his contracting with the Company or holding any office (except that of Auditor) under or being employed by the Company nor shall any such contract, office, or employment or any contract or arrangement entered into by or on behalf of the Company with any company or partnership of or in which any Director shall be a Director or member or otherwise interested or any other matter in which any Director shall have any interest be affected or avoided or voidable by reason of his holding that office or of the fiduciary relationship thereby established and any Director so contracting, holding office or being employed or being so interested shall be counted in the quorum present at any meeting of the Directors and shall be entitled to deliberate and vote in respect of any such contract, office, employment, arrangement or matter, provided always that his interest shall be disclosed in manner provided by Section 317 of the Act. For the purpose of this Article, a general notice given to the Directors of the Company by a Director to the effect that he is a Director or member of a specified company or firm and is to be regarded as interested in any contracts made with that company or firm shall be deemed to be a sufficient declaration of interest in relation to any contract so made.
13. (A) The Directors may establish or concur or join with any companies (being the holding company of the Company or

subsidiary companies of such holding company or companies with which the Company is associated in business) in establishing and making contributions out of the Company's moneys to any schemes or funds for providing pensions, sickness or compassionate allowances, life assurance or other benefits for employees (which expression as used in this and the next following sub-Article shall include any Director who may hold or have held any executive office or other office or place of profit, or have been appointed to exercise special powers or authorities) and ex-employees of the Company and of any such other companies and their dependants, or any class or classes of such persons.

- (B) The Directors may pay, enter into agreements to pay or make grants (revocable or irrevocable and either subject or not subject to any terms or conditions) of pensions or other benefits to employees and ex-employees and their dependants, or to any of such persons, including pensions or benefits additional to those, if any, to which such employees or ex-employees or their dependants are or may become entitled under any such scheme or fund as mentioned in the last preceding sub-Article. Any such pension or benefit may, as the Directors consider desirable, be granted to an employee either before and in anticipation of, or upon or at any time after, his actual retirement.

Provided that if and so long as any company is for the time being the holding company of the Company the powers conferred by this Article shall be exercisable only with the prior consent in writing of such company.

PROCEEDINGS OF DIRECTORS

14. Subject to the provisions of these Articles, a Director may participate in a meeting of the Board or of a committee of the Board by means of conference telephone or similar communications equipment whereby all the Directors participating in the meeting can hear each other, and the Directors participating in a meeting in this manner shall be deemed to be present in person at such meeting.
15. A resolution in writing which has been consented to and signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors (which consent and signature may be evidenced by letter, telex, cable, electronic mail, facsimile, or otherwise as the

Directors may from time to time resolve to permit) shall be as effective as a resolution duly passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the same terms each consented to by one or more Directors but a resolution signed by an alternate Director need not also be signed by his appointor, and if it is signed by a Director who has appointed an alternate Director, it need not be signed by the alternate Director in that capacity.

DISQUALIFICATION OF DIRECTORS

16. No person shall be disqualified from being appointed a Director in accordance with the provisions of these Articles by reason of having attained the age of 70 years or any other age, nor shall special notice or other special formality be required on that account. No Director shall vacate his office by reason only of age.

ALTERNATE DIRECTORS

17. Any company entitled for the time being pursuant to Article 10 hereof to appoint and remove Directors of the Company shall be entitled to appoint any person to be an alternate Director of the Company and to remove any alternate Director so appointed, any such appointment or removal being effected in the manner provided in Article 10. An alternate Director shall, except as regards remuneration, be subject to the provisions of these presents with regard to Directors and shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the Directors and of all meetings of committees of Directors of which his appointor is a member and to attend and vote as a Director at any such meetings at which the Director for whom he is alternate is not personally present and generally to exercise and discharge all of the functions, powers and duties as a Director of the Director for whom he is alternate in the absence of such Director. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if the Director for whom he is alternate ceases for any reason to be a Director.

INDEMNITY

18. 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.

FILE COPY



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 2461648

I hereby certify that

M M & S (2032) LIMITED

having by special resolution changed its name,

is now incorporated under the name of

WAINHOMES (YORKSHIRE) LIMITED

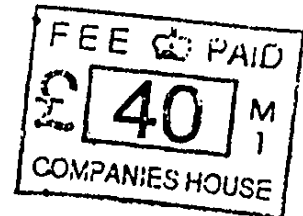
Given under my hand at the Companies Registration Office,
Cardiff the 18 OCTOBER 1990

A. M. Evans
A. M. EVANS

an authorised officer

18110

Number of Company: 2461648



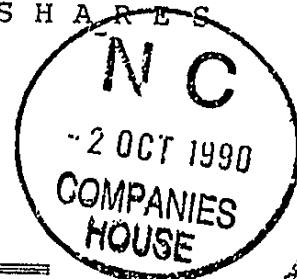
THE COMPANIES ACT 1985

C O M P A N Y L I M I T E D B Y S H A R E S

SPECIAL RESOLUTIONS

of

M M & S (2032) LIMITED



Passed 21st September 1990

At an Extraordinary General Meeting of the above named Company, duly convened, and held at 151 St. Vincent Street, Glasgow, G2 5NJ on the twenty first day of September 1990 the subjoined Special Resolutions were duly passed, viz:-

1. "That the name of the Company be changed to 'WAINHOMES (YORKSHIRE) LIMITED'."
2. "That the objects of the Company as contained in Clause 3 of its Memorandum of Association, be altered by deleting the existing paragraph (i) of the said Clause 3, by substituting therefor paragraph (i) set out in the Schedule A produced to the Meeting and signed for the purpose of identification by the Chairman thereof.
3. "That the regulations contain the Schedule B submitted to the Meeting and signed for the purpose of identification by the Chairman thereof be adopted as the Articles of



Blk. 50/1-40

261

Association of the Company in substitution for and to the
exclusion of the existing Articles of Association."

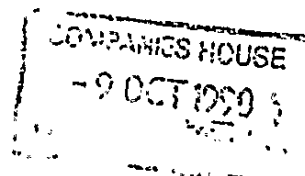
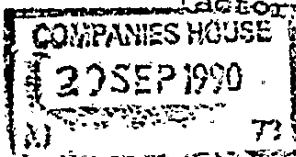
[Handwritten signature]
Secretaries

46 - 1
SCHEDULE A

[Signature]
Chairman

(a) To purchase, take on lease, excamb or exchange or otherwise acquire and hold lands and estate, houses, shops, offices, buildings or other real or heritable property of any tenure and description in the United Kingdom and elsewhere and any estate, right or interest pertaining thereto or connected therewith, to develop, cultivate, utilise and turn to account such properties in such manner as may seem most expedient by consolidating, connecting or sub-dividing properties or buildings thereon and to sell or feu, excamb or exchange, let on lease or hire and otherwise dispose of or deal and traffic in such properties and other real or heritable property or rights or interest pertaining thereto or connected therewith. (b) To manage, maintain, uphold, repair, improve, alter, add to, develop the resources of and turn to account the heritable properties belonging to the Company in any manner including laying out and preparing land for building purposes, constructing, altering, demolishing, decorating, maintaining, furnishing, fitting up and improving buildings, draining, cultivating and planting land and laying down and maintaining roads, lanes, pavements and paths, erecting and maintaining walls, railings and fences and entering into contracts and arrangements of all kinds with builders and others and to acquire such other rights of property and otherwise as may be beneficial to or required for the heritable properties of the Company.

(c) To carry on all or any of the trades or businesses of property owners, house, land and estate agents and factors, surveyors, auctioneers and valuers; and any



other professions, trades or businesses which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

- (d) To undertake and carry on generally the business of a property development and general investment company and any other business which may seem to the Company capable of being conveniently carried on in connection with any of the businesses or trades before mentioned or calculated, directly or indirectly, to enhance the value of or render profitable any of the Company's heritable properties, other property or rights including, without prejudice to the foregoing generality all kinds of agency business and, in particular, in relation to the sale of property and the investment, collection and receipt of money, and generally to carry on any of the above objects directly or indirectly whether or not in conjunction with any subsidiary, associated, allied or other companies or persons.

2462057

Schedule B

Chairman

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

M M & S (2032) LIMITED

(Adopted by Special Resolution dated

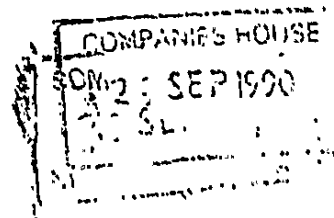
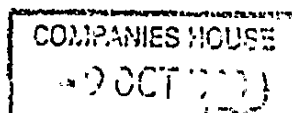
September 1990)

CONSTITUTION

1. The Company is a private company within the meaning of Section 1 of the Companies Act 1985 (hereinafter referred to as "the Act"), in accordance with and subject to the provisions of the Act and of the Memorandum of Association of the Company and of the regulations contained in or applied by Table A of The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") which are hereby adopted with the exception of regulations 5, 24, 38, 53, 65 to 69 inclusive, 73 to 80 inclusive, 87, 93 to 96 inclusive and 118 of Table A and subject to the provisions of the following additional Articles in modification of Table A, so far as hereby adopted.

SHARES

2. In accordance with the provisions of Section 80 of the Act the shares shall be at the disposal of the Directors and they may, provided that if and so long as any company is for the time being the holding company of the Company the prior consent in writing of such company has been obtained, allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper subject always to the following conditions and the other provisions of the Articles:-
 - (a) the maximum amount of relevant securities to be allotted in pursuance of this authority shall be the unissued shares in the capital of the Company for the time being and from time to time while this authority is in force;



- (b) the Directors are unconditionally authorised, provided that if and so long as any company is for the time being the holding company of the Company the prior consent in writing of such company has been obtained, to allot shares up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation; and
 - (c) no shares shall be issued at a discount.
3. In accordance with Section 91 (1) of the Act, Sections 89 (1) and 90 (1) to (6) inclusive of the Act shall be excluded from applying to allotments by the Company of equity securities (as defined in Section 94 of the Act).
 4. 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.
 5. The Company shall be entitled, but shall not be bound, to accept and, in case of acceptance, shall be entitled to record in such manner as it may think fit notices of any trusts in respect of any shares of the Company. Notwithstanding any such acceptance and/or the making of any such record, the Company shall not be bound to see to the execution, administration or observance of any trust, whether expressed, implied, or constructive, in respect of any shares of the Company and shall be entitled to recognise and give effect to the acts and deeds of the registered holders of such shares as if they were the absolute owners thereof. For the purpose of this Article "trust" includes any right in respect of any shares of the Company other than an absolute right thereto in the registered holder thereof for the time being or such other rights in case of transmission thereof as are hereinafter mentioned.

NOTICE OF GENERAL MEETINGS

6. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Director shall be called by at least twenty-one days' notice. All other extraordinary general meetings shall be called by at least fourteen days' notice but a general meeting may be called by shorter notice if it is so agreed:-
 - (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and

- (b) in case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent in nominal value of the shares giving that right.

Such agreement must be signed by the requisite percentage of members specified above, which consent and signature may be evidenced by letter, telex, cable, electronic mail, facsimile, or otherwise and may consist of several documents in the like form consented to and signed by one or more members as the Directors may from time to time resolve to permit.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

Subject to the provisions of the Articles and to any restrictions imposed on any shares, the notice shall be given to all members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the Directors and Auditors.

GENERAL MEETINGS

7. Subject to the provisions of the Articles a member may participate in a meeting of the Company by means of conference telephone or similar communications equipment whereby all the members participating in the meeting can hear each other and the members participating in a meeting in this manner shall be deemed to be present in person at such a meeting.

MEMBERS RESOLUTIONS

8. A resolution in writing which has been consented to and signed by or on behalf of all the members who would have been entitled to vote upon it if it had been proposed at a general meeting at which they were present (which consent and signature may be evidenced by letter, telex, cable, electronic mail, facsimile, or otherwise as the Directors may from time to time resolve to permit) shall be as effective as a resolution passed at a meeting of members duly convened and held and may consist of several documents in the same terms each consented to by one or more members.

DIRECTORS

9. The number of Directors shall not be less than two.

10. If and so long as any company is for the time being the holding company of the Company, the power to appoint Directors whether to fill casual vacancies or as an addition to the Board or otherwise, and the power to remove any Director, howsoever appointed, shall reside exclusively in such company. Any such appointment or removal shall be effected by instrument in writing signed on behalf of such company by one of its Directors duly authorised in that behalf and shall be effective forthwith upon the receipt of such instrument at the registered office of the Company.

BORROWING POWERS

11. The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge the whole or any part of its undertaking, property and uncalled capital, and to issue debentures, debenture stock and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

12. No Director shall be disqualified from his office by reason of his contracting with the Company or holding any office (except that of Auditor) under or being employed by the Company nor shall any such contract, office, or employment or any contract or arrangement entered into by or on behalf of the Company with any company or partnership of or in which any Director shall be a Director or member or otherwise interested or any other matter in which any Director shall have any interest be affected or avoided or voidable by reason of his holding that office or of the fiduciary relationship thereby established and any Director so contracting, holding office or being employed or being so interested shall be counted in the quorum present at any meeting of the Directors and shall be entitled to deliberate and vote in respect of any such contract, office, employment, arrangement or matter, provided always that his interest shall be disclosed in manner provided by Section 317 of the Act. For the purpose of this Article, a general notice given to the Directors of the Company by a Director to the effect that he is a Director or member of a specified company or firm and is to be regarded as interested in any contracts made with that company or firm shall be deemed to be a sufficient declaration of interest in relation to any contract so made.
13. (A) The Directors may establish or concur or join with any companies (being the holding company of the Company or

subsidiary companies of such holding company or companies with which the Company is associated in business) in establishing and making contributions out of the Company's moneys to any schemes or funds for providing pensions, sickness or compassionate allowances, life assurance or other benefits for employees (which expression as used in this and the next following sub-Article shall include any Director who may hold or have held any executive office or other office or place of profit, or have been appointed to exercise special powers or authorities) and ex-employees of the Company and of any such other companies and their dependants, or any class or classes of such persons.

- (B) The Directors may pay, enter into agreements to pay or make grants (revocable or irrevocable and either subject or not subject to any terms or conditions) of pensions or other benefits to employees and ex-employees and their dependants, or to any of such persons, including pensions or benefits additional to those, if any, to which such employees or ex-employees or their dependants are or may become entitled under any such scheme or fund as mentioned in the last preceding sub-Article. Any such pension or benefit may, as the Directors consider desirable, be granted to an employee either before and in anticipation of, or upon or at any time after, his actual retirement.

Provided that if and so long as any company is for the time being the holding company of the Company the powers conferred by this Article shall be exercisable only with the prior consent in writing of such company.

PROCEEDINGS OF DIRECTORS

14. Subject to the provisions of these Articles, a Director may participate in a meeting of the Board or of a committee of the Board by means of conference telephone or similar communications equipment whereby all the Directors participating in the meeting can hear each other, and the Directors participating in a meeting in this manner shall be deemed to be present in person at such meeting.
15. A resolution in writing which has been consented to and signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors (which consent and signature may be evidenced by letter, telex, cable, electronic mail, facsimile, or otherwise as the

Directors may from time to time resolve to permit) shall be as effective as a resolution duly passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the same terms each consented to by one or more Directors but a resolution signed by an alternate Director need not also be signed by his appointor, and if it is signed by a Director who has appointed an alternate Director, it need not be signed by the alternate Director in that capacity.

DISQUALIFICATION OF DIRECTORS

16. No person shall be disqualified from being appointed a Director in accordance with the provisions of these Articles by reason of having attained the age of 70 years or any other age, nor shall special notice or other special formality be required on that account. No Director shall vacate his office by reason only of age.

ALTERNATE DIRECTORS

17. Any company entitled for the time being pursuant to Article 10 hereof to appoint and remove Directors of the Company shall be entitled to appoint any person to be an alternate Director of the Company and to remove any alternate Director so appointed, any such appointment or removal being effected in the manner provided in Article 10. An alternate Director shall, except as regards remuneration, be subject to the provisions of these presents with regard to Directors and shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the Directors and of all meetings of committees of Directors of which his appointor is a member and to attend and vote as a Director at any such meetings at which the Director for whom he is alternate is not personally present and generally to exercise and discharge all of the functions, powers and duties as a Director of the Director for whom he is alternate in the absence of such Director. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if the Director for whom he is alternate ceases for any reason to be a Director.

INDEMNITY

18. 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.

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

--	--	--	--

2461648

Name of company

*Insert full name
of company

* WAINHOMES (YORKSHIRE) LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 28th MARCH 1995 the nominal capital of the company has been increased by £ 5,999,900 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:

Please tick here if
continued overleaf

--

Insert Director,
Secretary,
Administrator,
Administrative
Receiver or Receiver
(Scotland) as
appropriate

Signed

Designations COMPANY SECRETARY Date 29/3/95

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

S. M. GIDLEY
WAINHOMES (YORKSHIRE) LTD
148 LAWRENCE STREET
YORK
YO1 3EB.

For official use

General section

Post room



16595


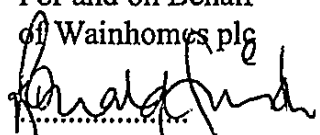
2461648

WAINHOMES (YORKSHIRE) LIMITED

We being the registered holders of the undernoted shares of £1 each in Wainhomes (Yorkshire) Limited hereby consent to the adoption of the following special resolutions;

1. To increase the authorised share capital of the company to 6,000,000 £1 ordinary shares.
2. That the company's memorandum of association be amended accordingly.
3. That the Company Secretary of Wainhomes (Yorkshire) Limited is authorised to allot 5,590,000 ordinary shares to Wainhomes plc.

No. of Shares

99	 Stephen Owen For and on Behalf of Wainhomes plc	28/3/95 Date
1	 Ronald Smith For and on Behalf of Wainhomes (Chester) Ltd	28/3/95 Date



16595
81