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COMPANIES FORM No. 12

12

**Statutory Declaration of compliance
with requirements on application
for registration of a company**

Pursuant to section 12(3) of the Companies Act 1985

Please do not write
in this margin

To the Registrar of Companies

For official use

For official use

Please complete
legibly, preferably in
black type, or bold
block lettering* Insert full name
of company

Name of Company

* FAIRTHORNE MANOR RECREATION LIMITED

I, POH LIM LAIof 10 REGENT GARDENSSTEVENS KINGSENNER 103 8UL

I declare, appropriate

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

Tilley & Co.14 Regent Street St Albans
Herts

the

22nd day of MarchOne thousand nine hundred and 91

Declarant to sign below:

Fairthorne

before me

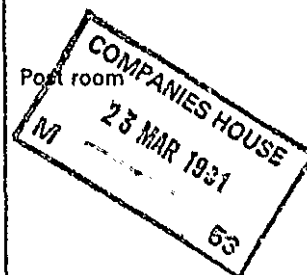
A Campbell† On Notary Public or
Justice of the Peace
or Solicitor having
the powers conferred
on a Commissioner
for Oaths

A Commissioner for Oaths†

A Solicitor having the powers conferred on a Commissioner
for Oaths.Presenter's name, address and
reference (if any):

For official use

New companies section





COMPANIES HOUSE



**Statement of first directors and
secretary and intended situation
of registered office**

This form should be completed in black.

CN

2598141

For official use

P

Company name (in full)

FAIRTHORNE MANOR RECREATION LIMITED

Registered office of the company on
incorporation.

RO

640 FOREST ROAD

Post town LONDON

County/Region

Postcode E17 3DZ

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.

☐

Name KPMG PEAT MARWICK MCLINTOCK

RA

AQUIS COURT

31 FISHPOOL STREET

Post town ST ALBANS

County/Region HERTFORDSHIRE

Postcode AL3 4RF

Number of continuation sheets attached

☐

To whom should Companies House
direct any enquiries about the
information shown in this form?

KPMG PEAT MARWICK MCLINTOCK

AQUIS COURT, 31 FISHPOOL STREET

ST ALBANS HERTS

Postcode AL3 4RF

Telephone 0727 43000

Extension 2410

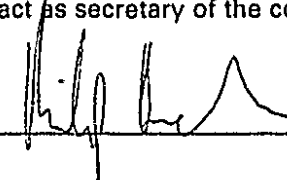
Company Secretary (See notes 1 - 5)

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

CS	PHILIP	
	HARDEN	
AD	FLAT 4, 179 QUEENS ROAD	
	Post town	LEICESTER
	County/Region	
	Postcode	LE2 3FN
	Country	
I consent to act as secretary of the company named on page 1		
Signed		Date 22/3/91

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

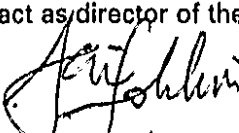
Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth
Business occupation
Other directorships

* Voluntary details

Consent signature

CD	POH LIM	
	LAI	
AD	10 REGENT GARDENS	
	Post town	SEVEN KINGS
	County/Region	ESSEX
	Postcode	1G3 8UL
	Country	
DO	1 1 0 3 5 7	Nationality NA BRITISH
OC	CHARTERED SECRETARY	
OD	SEE ATTACHED LIST	
I consent to act as director of the company named on page 1		
Signed		Date 22.3.91

Directors (continued)

(See notes 1 - 8)

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth
Business occupation
Other directorships

* Voluntary details

Consent signature

CD**AD**

Post town

County/Region

Postcode

Country

DONationality **NA****OC****OD**

I consent to act as director of the company named on page 1

Signed

Date

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers Date

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed

Date 22.7.91

Signed

Date 22/8/91

Signed

Date

Signed

Date

Signed

Date

Signed

Date

DIRECTORSHIPS OF POH LIM IAI

ABC Laboratories Limited
Acron Truck Accessories Limited
Acron Vehicle Accessories Limited
Ahwak Limited
Alphabel Limited
Amfen plc
Amgrace Limited
Aquarian Decorators Limited (being struck-off)
Avete Limited
Axel Johnson Financial Services Limited
Basia Limited
Beam Leisures Limited
Chartex Limited
Chikno Limited
Chiliad Limited
Clifford Beaumont Limited
Clifford Beaumont (Manchester) Limited
Conspec Contracts Limited
Droitwich Transport Co Limited (being struck-off)
E.A.G. Management Services Limited
Eltec International plc
Excel Finance Corporation Limited
Firnand Limited
Flamivale Limited
Fonefree Glass Limited
Gennaio Limited
Giornato Limited
Hamelis Limited
Hortulus Limited
Katalog Limited
Ledock Limited
Mannings Business Equipment Limited
Melisande Limited
Mondial Limited
Mustice Limited
Papago Limited
Paintina Limited
Perugino Limited
Pisces 2000 Limited (being struck off)
Portorsta Limited
Protect-a-Bar Limited
Robusti Limited
Rollerlok Limited (being struck off)
Scot Enterprises Limited
Spacedome Limited
Sudminster Limited
The Opportunity & Resource Partnership Limited
Thorneye Limited
Tuscaro Limited
United World Limited
Valmarsh Limited
Velasher Limited
Ventetre Limited
Verify Tests Limited
Waysmith Limited

Cont'd

White Tiger Management Limited
Zammah Limited

PREVIOUS DIRECTORSHIPS OF POH LIM LAI (LAST FIVE YEARS)

Acer Kennedy Limited
Act Four Limited
ADM Flowrent Limited
Advanced Hair Studios (Europe) Limited
Aerospace Products Limited
Aims Ireland Limited
Aliysa Limited
Andersons Northern Limited
Annaf Limited
Asschenfeldt Currencies Invest Limited
Bibliotheque de la IEDC/The EICD Library Public Limited Company
Blades Unisex Salon Limited
Cambridge Battery Service Communications Centre Limited
C and C Copiers (Trade Sales) Limited
Chaps of Cambridge Limited
Chuck Productions Limited
Citimark Group plc
Colshaw Country Club Limited
Colshaw Hall Limited
Consilium Marine (U.K.) Limited
Danish Electrical Contractors Limited
Danish Softwoods Limited
Datatrax Peripherals Limited
David Lock Associates Limited
DCE Hemel Hempstead Limited
Dedicated Resources Limited
Demetia Limited
Dexter Cattle Publications Limited
Driforce International Limited
Electro-Tec Training Limited
Elite Hospitality Systems (UK) Limited
Empathy Enterprise Park Limited
Environmental Management (Controls) Limited
Ewlock Limited
Falcon Paper Limited
Finette Limited
Five Dimensional Travel Management Limited
4 Play Music Limited
4 Play Records Limited
Flowstar Limited
FTH Foerdertechnik U.K. Ltd
Fullmark UK Limited
Fun & Fitness Limited
Geophysical Safety Resources Limited
Gamma Estates Limited
Getech Limited
Gormire Limited
Grandonix Limited
Green Harvest Limited
Greenwatch Limited
G.W. P.B.M. Limited
Harmatia Limited
Hasbah Limited
Heart of England Enterprises Limited
Hawke Computer Systems plc

Cont'd

Hollman Mead and Company Limited
Hufoof Limited
IBH Community Care plc
Implementors (U.K.) Limited
Independent Professional Property Services Limited
INTERA - ECL Limited
Intera Information Technologies Limited
Intera Sciences limited
Interforward Holdings Limited
James Harris Investments Limited
J.L. Moore & Sons Limited
John Shreeves Holdings Limited
Jonkirk Limited
Kemira Paints Limited
Lea Hartman Limited
Liverpool Cathedral Enterprises Limited
LSS Consultancy Limited
Ludcom plc
Ludgate Communications Limited
Ludgate Group Limited
Lunaria Limited
Marketing Options Design Limited
Matthews & Goodman International Limited
Medical Doctors + Designers (UK) Limited
Medindie Investments Limited
Meritus (St. Albans) Limited
Morrison Design & Build Limited
Morrison Hill and Layton Limited
Naltex Limited
Negociants UK Limited
Neighbours Foodstores Limited
Nexus (Western) Limited
Nicanor Limited
Norsall Limited
Northwest Business and Industry Awards (Services) Limited
Novostock Limited
Obadiah Limited
Octostock Limited
Oleander Marine PLC
Parkway Leasing Contracts plc
Pemwick Limited
Phoenix Bookshops Limited
Plas Boduan Limited
Poncin Limited
Portsmouth Meat Packers Limited
Prolinear Limited
Quantachrome UK Limited
Reed Goldman and Sons Limited
Reklamax UK Limited
Rentals Direct plc
Reservist Limited
Retail Franchise International Limited
Robin Hood Promotions Limited
Robson Subsurface Engineering Limited
Salicam Limited
Salt Separation Services Limited

Cont'd

Santando Limited
Sartrap Limited
Securavac Limited
Silkmoth Systems Limited
Sinoplus Limited
Stevens Tension Control Bolts (European) Limited
Swedish Transatlantic UK (Holdings) Limited
Talbot Owens Corporation Limited
Tennessee Secret (UK) Limited
Tern Port Services Limited
Thermidor Limited
Tireme Limited
Tousant Limited
Turner Wallcoverings Limited
Uccello Limited
Vernon Lascelles plc
Unison Software (U.K.) Limited
VMX (UK) Limited
Warhammer Music Limited
Warrshon Limited

DIRECTORSHIPS OF PHILIP HARNDEN

Arden Limited

Biebus plc

Catalyst Europe Limited (being struck off)

Catalyst UK Limited (being struck off)

Harpagon Limited (being struck off)

Hicaltus Limited (being struck off)

Quitos Limited

PREVIOUS DIRECTORSHIPS OF PHILIP HARNDEN (LAST FIVE YEARS)

Actionaid Week Limited

Bicon Consulting Engineers Limited

Halite Limited (struck off 27.3.90)

Hawke Computer Systems plc

IBH Community Care plc

Intrade-Plaun Limited

Keval Developments Limited (struck off 27.3.90)

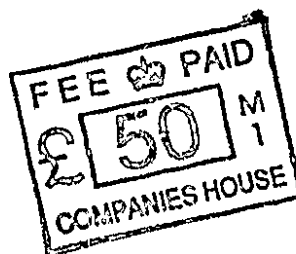
Neville Topham & Associates Limited

Oleander Marine PLC

Q.A. Maintenance Limited

Supertek Computers Limited

Vernon Lascelles plc



2598141
a

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION OF FAIRTHORNE MANOR RECREATION LIMITED

- 1 The name of the Company is FAIRTHORNE MANOR RECREATION LIMITED
- 2 The registered office of the Company will be situated in England.
- 3 The objects for which the Company is established are:

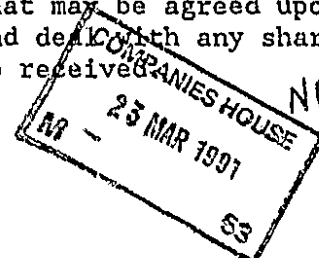
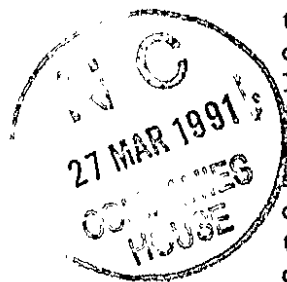
(a) To carry on the business of setting up owning and operating a golf club, entertainment centre and to carry on all or any of the businesses of recreations, events, exhibitions, sports and pastimes of all kinds and proprietors managers of golf courses, licensed premises, restaurants, snack bars and catering establishments; retailers of articles likely to be required by persons in connection with the company's business including sportswear and sports equipment; and to act as merchants generally.

(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the business of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire any interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received



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(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investment made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others and to invest and deal with money and assets of the Company not immediately required in any manner and to receive money and securities on deposit or loan, at interest and otherwise upon such terms as the Company may approve.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard, security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, or by the creation and issue on such terms and conditions as may be thought expedient of debentures or debenture stock, perpetual or otherwise, or other securities of any description.

(j) To enter into or accept any guarantees or indemnities and to guarantee support or secure, either with or without the Company receiving any consideration or advantage, and whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future), including its uncalled capital, of the Company, or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities or other liabilities of any person, firm or company including (but without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company within the meaning of section 736 of the Companies Act 1985 or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in business.

(k) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(l) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification which may seem calculated directly or indirectly to promote the Company's interest, and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the Company's interests.

(m) To enter into any arrangements with any Government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges or concessions which the Company may think desirable.

(n) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(o) To act as agents or brokers and as trustees for any person, firm or company, or to undertake and perform sub-contracts.

(p) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(q) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(r) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are serving or have served the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in the business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments toward insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory, or non-contributory) for the benefit of any such persons and of their wives; widows; children and other relatives and dependants; and set up, establish support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(s) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(t) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(u) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(v) To procure the Company to be registered or recognised in any part of the world.

(w) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(x) To do all such things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of the Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or the object or objects therein specified or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4 The liability of the Members is limited.

5 The Share Capital of the Company is £50,000 divided into 50,000 ordinary shares of £1 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, addresses and descriptions of Subscribers

Number of
shares taken
by each person

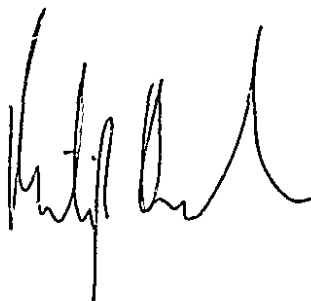
POH LIM LAI
10 Regent Gardens
Seven Kings
Essex
IG3 8UL



ONE

CHARTERED SECRETARY

PHILIP HARNDEN
Flat 4
179 Queens Road
Leicester
LE2 3FN



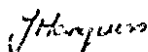
ONE

COMPANY SECRETARY

Dated this 22 day of March 1991

Witness to the above Signatures:-

Julie Marquiss
76 Central Avenue
Enfield
Middlesex
EN1 3QF



FAI.MEM

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF FAIRTHORNE MANOR RECREATION LIMITED

PRELIMINARY

1 The Regulations in Table A schedule to the Companies (Table A to F) Regulations 1985 shall, except where they are excluded or varied by or inconsistent with these Articles, apply to the Company.

SHARES

2 (a) Subject to the provisions of paragraph (b) below and to any direction given by the Company by Ordinary Resolution, all unissued shares of the Company for the time being shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of them to such persons (including the Directors themselves), at such times and on such terms and conditions as they may determine, provided that no share shall be issued at a discount. Section 89 Companies Act 1985 (statutory rights of pre-emption) shall not apply.

(b) The Directors are hereby unconditionally authorised to allot shares up to the nominal amount of the share capital of the Company at the date of incorporation within a period of five years from the date of incorporation and so that such authority shall include the grant of any right to subscribe for, or to convert any security into, shares and shall extend to any allotment or grant made after such period in pursuance of an offer or agreement made by the Company before such authority expires.

TRANSFER OF SHARES

3 No transfer of any share, whether or not it is fully paid, shall be registered unless it shall first be approved by the Directors who may, in their absolute discretion and without giving any reason, refuse so to do. The first sentence of Regulation 24 of Table A shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

4 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business that is transacted at an annual general meeting, with the exception of the receipt and consideration of the profit and loss account, the balance sheet and group accounts (if any) of the Company and the reports of the Directors and the auditors and other documents required to be annexed to the balance sheet, the declaration of dividends, the appointment of auditors and the fixing of the remuneration of the auditors and the Directors. In Regulation 38 of Table A the words "in case of special business" shall be added before the words "the general nature of the business to be transacted".

5 Regulation 41 of Table A shall be read and construed as if the words "and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, or if during the meeting such a quorum ceases to be present, the meeting shall be dissolved" were added at the end.

6 If a resolution in writing referred to in Regulation 53 of Table A is described as a special resolution or as an extraordinary resolution it shall have effect accordingly.

ALTERNATE DIRECTORS

7 Any Director may by notice in writing signed by him and deposited at the registered office of the Company appoint an alternate Director to act on his behalf any may, in the like manner remove the alternate Director from office. Such alternate Director must be either a Director of the Company, or a person approved by resolution of all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat as a Director, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director. A Director who is also an alternate Director shall be entitled, in addition to his own vote, to a separate vote on behalf of the Director whom he is representing.

DIRECTORS

8 The number of Directors shall be determined by ordinary resolution but unless and until so fixed there shall be no maximum number of Directors and the minimum number shall be one. Regulation 64 of Table A shall not apply.

9 No Director shall be required to retire or vacate his office or be ineligible for re-appointment as a Director, nor shall any person be ineligible for appointment as a Director, by reason of his having attained any particular age. Regulation 73 to 77, Regulation 80 and the last two sentences of Regulation 79 of Table A shall not apply. In Regulation 78 of Table A the words "Subject as aforesaid" and the words "and may also determine the rotation in which any additional directors are to retire" shall be omitted.

10 The quorum necessary for the transaction of the business of the Directors when more than one Director holds office may be fixed by the Directors and unless so fixed shall be two present in person. In the event of the minimum number of Directors fixed by or pursuant to these Articles being one, the quorum shall be one. A sole Director shall have authority to exercise all the powers and discretions by Table A or by these Articles expressed to be vested in the Directors generally. Regulation 89 of Table A shall be modified accordingly.

11 A Director, notwithstanding that he or, in the case of an alternate Director, his appointor, or any person connected with him or (as the case may be) his appointor has an interest or duty which is material and which conflicts or may conflict with the interests of the Company, may vote in respect of any contract, transaction or arrangement and may be counted in the quorum present at any meeting. Regulation 94, 95, 96 and 97 of Table A shall not apply.

NOTICES

12 A notice may be given by the Company to any member either personally or by sending it by post or by telegraph or telex to his registered address or by leaving it at that address. Where notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of the post. The first sentence of Regulation 112 and the second sentence of Regulation 115 Table A shall not apply.

INDEMNITY

13 In addition to such indemnity as is contained in Regulation 118 of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

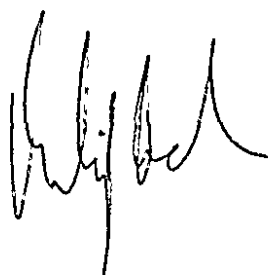
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Poh Lim Lai
10 Regent Gardens
Seven Kings
Essex
IG3 8UL



Chartered Secretary

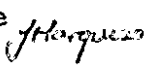
Philip Harnden
Flat 4
179 Queens Road
Leicester
LE2 3FN



Company Secretary

Dated this 22 day of March 1991

Witness to the above Signatures:

Julie Marquiss
76 Central Avenue
Enfield 
Middlesex
EN1 3QF

FAI.ART

FILE COPY



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

No. 2598141

I hereby certify that

FAIRTHORNE MANOR RECREATION 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 4 APRIL 1991

E. P. Owen
MRS. E. P. OWEN

an authorised officer