

Company Number: 2612105

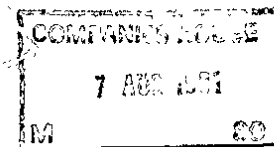
The Companies Acts 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

SURREY DOWNS HOLDINGS LIMITED



- 1 The name of the Company is "Surrey Downs Holdings Limited"¹
- 2 The registered office of the Company will be situated in England and Wales.
- 3 The objects for which the Company is incorporated are:
 - 3.1 To carry on in all or any of their respective branches all or any of the following businesses of:
 - 3.1.1 a general commercial company;
 - 3.1.2 a holding company and to subscribe for, purchase, acquire, hold, manage, sell or dispose of shares, stocks, debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in any part of the world, and to establish, promote, subsidise, finance or otherwise assist companies, syndicates, and partnerships of all kinds, and to guarantee the contracts or liabilities of or the payment of dividends or the performance of any obligations of, any company, syndicate, partnership or person;
 - 3.1.3 underwriters, capitalists, company promoters;
 - 3.1.4 dealers, manufacturers, processors, suppliers, traders and distributors of goods, wares, merchandise, commodities, produce, provisions, machinery, equipment, chemicals, minerals and materials of every kind;

¹Name changed from Bealaw (299) Limited by special resolution dated 22nd July 1991.

- 3.1.5 providers of labour and services, know-how and expertise, designers, consultants, engineers, accountants, administrators, representatives, trustees, agents, executors, secretaries, clerks, managers, media agents, co-ordinators and architects, registrars, negotiators and contractors, company directors;
 - 3.1.6 data processors, programmers, systems designers, providers of information, data and software, publishers, artists, broadcasters, computer scientists and entertainers;
 - 3.1.7 constructors of buildings and all kinds of private or public works;
 - 3.1.8 dealers and investors in land and properties, estate agents, surveyors, landlords, miners, farmers and horticulturists.
- 3.2 To employ the funds of the Company in the development and expansion of the business of the Company and all or any of its Associated Companies and in any other company whether now existing or hereafter to be formed and engaged in any like business of the Company or any of its Associated Companies or of any other industry ancillary thereto or which can conveniently be carried on in connection therewith.
- 3.3 To co-ordinate the administration, policies, management, supervision, control, research, development, planning, manufacture, trading and any and all other activities of, and to act as financial advisers and consultants to, any company or companies or group of companies now or hereafter become related or associated in any way with the Company or with any company related or associated therewith and either without remuneration or on such terms as to remuneration as may be agreed.
- 3.4 To become surety for or guarantee the carrying out and performance of any and all contracts, leases and obligations of every kind, of any company any of whose shares or evidence of indebtedness are at any time held by or for the Company or in which the Company is interested or with which it is associated, and to do any acts or things designed to protect, preserve, improve or enhance the value of any such shares or evidence of indebtedness.
- 3.5 To organise, incorporate, reorganise, finance, aid and assist, financially or otherwise, companies and to underwrite or guarantee the subscription of shares, securities or notes of any kind, and to make and carry into effect arrangements for the issue, underwriting, resale, exchange or distribution thereof.

- 3.6 To carry on the business of land and property developers of every and any description and to acquire by purchase, lease, concession, grant, licence or otherwise such lands, buildings, leases, underleases, rights, privileges, stocks, shares, and debentures in companies, policies of insurance and other such property as the Company may deem fit and shall acquire the same for the purposes of investment and development and with a view to receiving the income therefrom, and to enter into any contracts and other arrangements of all kinds with persons having dealings with the Company on such terms and for such periods of time as the Company may from time to time determine, on a commission or fee basis or otherwise, and to carry on any other trade or business, whatever, of a like and similar nature.
- 3.7 To act as trustee of any kind including trustee of any deeds constituting or securing any debentures, debenture stock or other securities or obligations and to undertake and execute any trust or trust business (including the business of acting as trustee under wills and settlements), and to do anything that may be necessary or desirable or assist in the obtaining of any benefit under the estate of an individual, and also to undertake the office of executor, administrator, secretary, treasurer or registrar or to become manager of any business, and to keep any register or undertake any registration duties, whether in relation to securities or otherwise.
- 3.8 To provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provision.
- 3.9 To carry on the business of commission agents, factors, general merchants and dealers in every description of goods, exporters and importers, concessionaires, wholesale and retail traders, carriers, warehousemen, designers, advertising contractors or agents, or trustees, brokers or agents of any person.
- 3.10 To manufacture, develop, process, refine, repair, purchase, sell, export, import, deal in or let on hire all kinds of goods, substances, articles, services and material (tangible or intangible) of any kind which may be advantageous to the Company or which any of the customers or other companies having dealings with the Company may from time to time require.
- 3.11 To provide services of any kind including the carrying on of advisory, consultancy, brokerage and agency business of any kind.

- 3.12 To carry on any other business, trade or activity which is carried on by an Associated Company or which can, in the opinion of the directors of the Company, be conveniently or advantageously carried on by the Company in connection or in conjunction with, or as ancillary to, any business, trade or activity which the Company is for the time being authorised to carry on or which is, in the opinion of the directors of the Company, calculated directly or indirectly to enhance the value of, or render profitable, any property, assets or rights of the Company or otherwise to advance the interests of the Company.
- 3.13 To purchase, take on lease or in exchange, hire, renew, or otherwise acquire and hold for any estate or interest, and to sell, let or otherwise dispose of in whole or in part, any lands, buildings, machinery, rights, stock-in-trade, business concerns, choses in action, and any other real and personal property of any kind including all of the assets of the Company and to perform any services or render any consideration and to construct, equip, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business and in each case for any consideration which may be thought fit.
- 3.14 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, service marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account, 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.
- 3.15 To acquire or undertake the whole or any part of the business, goodwill, and assets of any person 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, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person or for subsidising or otherwise assisting any such person, 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.

- 3.16 To sell, improve, repair, manage, develop, turn to account, exchange or let on rent, grant royalty, share of profits or otherwise, or grant licences, easements or other rights in, or over, and in any manner deal with, or dispose of, either together or in portions, the whole or any part or parts of the undertaking, property and assets of the Company for such consideration, and on such terms, as the directors may think fit including (but not limited to) shares, debentures or other securities of the person acquiring the same.
- 3.17 To invest and deal with the moneys of the Company not immediately required in such manner as the directors may from time to time determine, and to hold or otherwise deal with any investments made and to receive any moneys or securities on deposit or loan on such terms as the directors may think fit.
- 3.18 In any manner, and whether or not done with a view to the attainment of, or in connection with, any other object of the Company or the receipt by the Company of any direct or indirect consideration or advantage, to lend or advance money, or give credit to, or enter into any kind of guarantee, indemnity or suretyship for the payment or repayment of any money by, or the performance of any obligation of, or the discharge of any liability (whether present or future, actual or contingent) of, any person including (but not limited to) any Associated Company.
- 3.19 To borrow or raise money in such manner as the directors may think fit for the purposes of, or in connection with, the business of the Company or of any other person including (but not limited to) any Associated Company, and for the purposes of, or in connection with, the borrowing or raising of money by the Company, to become a member of any building society.
- 3.20 For the purposes of, or in connection with, the business of the Company or any other person including (but not limited to) any Associated Company, to mortgage or charge or give any security over the whole or any part or parts of the present and future undertaking, property and assets of the Company (including its uncalled capital for the time being) and to issue at par, or at a premium or discount, and for such consideration and with, and subject to, such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances. To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal

amount of such securities, or otherwise by way of security for the performance of any obligation of the Company.

- 3.21 To draw, make, accept, endorse, discount, negotiate, execute or issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and any other negotiable or transferable instruments.
- 3.22 To apply for, promote, and obtain any Act of Parliament, order or licence of the Secretary of State or other authority for enabling the Company or any Associated Company to carry any of its objects into effect, or for effecting any modification of its constitution, or for any other purpose which may seem to the directors calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem directly or indirectly to prejudice the interests of the Company or any other person including (but not limited to) any Associated Company.
- 3.23 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, and concessions.
- 3.24 To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place, underwrite and exercise and enforce all rights and powers conferred by or incidental to the ownership of shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other person constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- 3.25 To the extent permitted by law, to give any form of financial assistance directly or indirectly for the purpose of or in connection with an acquisition of shares in the Company or a holding company of the Company, or for the purpose of, or in connection with the reduction or discharge of any liability incurred by any person in connection with such an acquisition.
- 3.26 To control, manage, finance, subsidise, co-ordinate or otherwise assist any company in which the Company has a direct or indirect financial interest including (but not limited to) any Associated Company and to provide

secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company.

- 3.27 To promote any other company for the purpose of acquiring the whole or any part of the undertaking, business, property, assets or any liabilities, of the Company, or of undertaking any business or operations which may appear to the directors likely to assist or benefit the Company or any Associated Company or to enhance the value of the whole or any part or parts of the undertaking, property, assets or business of the Company or any Associated 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.
- 3.28 To act as agent, broker or trustee for any person, firm or company, and to undertake and perform sub-contracts.
- 3.29 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company or any Associated Company, or to contract with any person 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 or any Associated Company.
- 3.30 To establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments, to any persons who are or were at any time in the employment or service of the Company or any Associated Company, or who are, or were at any time directors or officers of the Company or of any Associated Company or who were and are the wives, widows, families or dependants of any such persons; and also to establish and subsidise, or subscribe to, any institution, association, club or fund calculated to be for the benefit of or to advance the interests and well-being of the Company or of any Associated Company, or of any such persons, and to make payments for, or towards, the insurance of any such persons; and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object; and to do any of the foregoing either alone, or in conjunction with any other person including (but not limited to) any Associated Company. In this paragraph "Associated

Company" includes the predecessors in business of any Associated Company.

- 3.31 To pay for any property or rights acquired by the Company or remunerate any person rendering services to the Company, either in cash or by the allotment of any fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by the issue of any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the directors may determine.
- 3.32 To accept payment for any property or rights sold or otherwise disposed of, or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or security of any person, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any person, or partly in one mode and partly in another, and generally on such terms as the directors may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- 3.33 To distribute among the members of the Company in kind any property of the Company of whatever nature.
- 3.34 To procure the Company to be registered or recognised in any part of the World.
- 3.35 To do all or any of the above things in any part of the World and as principal, agent, trustee, contractor or otherwise and either alone or in conjunction with others and either by or through agents, trustees, sub-contractors or otherwise.
- 3.36 To do all such other things as may in the opinion of the directors be deemed incidental to, or conducive to the attainment of, the above objects or any of them.
- 3.37 In this clause 3:
 - (i) The objects set forth in each sub-clause shall not be restrictively construed but the widest interpretation shall be given thereto. None of the objects specified in any sub-clause shall (except where expressly so provided) be in any way limited or restricted by reference to, or inference from, any other object or objects specified in the same or any other sub-clause or the terms of any other sub-clause or the name of

the Company. None of the sub-clauses or the object or objects specified therein or the powers conferred thereby shall be deemed subsidiary or ancillary to any other sub-clause or any other objects specified in the same sub-clause or to any power conferred thereby or to any object specified in or power conferred by any other sub-clause. Each sub-clause shall be deemed to specify objects of the Company and the Company shall have full power and capacity to exercise any power conferred by, and to achieve, or endeavour to achieve, all or any of the objects specified in any sub-clause as if the objects specified in each sub-clause were specified in a separate sub-clause and each sub-clause specified the objects of a separate and distinct company.

- (ii) The word "person" includes any individual, company, corporation, firm, partnership, or body or association of persons domiciled in any part of the World and either incorporated or unincorporated and any legal person.
- (iii) The word "property" includes property of every kind, whether real or personal, moveable or immovable, tangible or intangible or otherwise, in any part of the World and all rights and privileges in, or over, such property.
- (iv) The words "Associated Company" mean any subsidiary or holding company of the Company or any subsidiary of any holding company of the Company or any other company in which the Company, or any such subsidiary or holding company, is directly or indirectly interested.
- (v) The words "holding company" and "subsidiary" have the meanings ascribed by Section 736 of the Companies Act 1985 as from time to time amended substituted modified or reenacted.
- (vi) The words "and" and "or" shall mean "and/or".
- (vii) The words "other" and "otherwise" shall not be construed eiusdem generis where a wider construction is possible.

4 The liability of the members is limited.

5 The share capital of the Company is £1.00 divided into 100 shares of £1 each.

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

Names, Addresses and Descriptions Subscribers	Number of Shares taken by each Subscriber
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Peter Brazel for and on behalf of	One
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Croft Nominees Limited
20 Furnival Street
London
EC4A 1BN

Simon Hodson for and on behalf of	One
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Beach Secretaries Limited
20 Furnival Street
London
EC4A 1BN

TOTAL SHARES TAKEN	<hr/> Two <hr/>
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DATED this 8th day of May 1991

WITNESS TO THE ABOVE SIGNATURES

Lucy Crawford

Occupation: Trainee Solicitor

Address: 20 Furnival Street
London
EC4A 1BN