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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

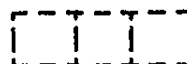
Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use



Name of company

* insert full
name of Company

*
MANDONGROVE LIMITED

I, Samuel George Alan Lloyd
of 13 Harley Court
Blake Hall Road
Wanstead
LONDON E11 2QG

do solemnly and sincerely declare that I am a
person named as director or 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 14 OLD SQUARE
LINCOLN'S INN
LONDON W C 2

Declarant to sign below

the 21st day of AUGUST
One thousand nine hundred and NINETY ONE.
before me [Signature]

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

[Signature]

D. & D. LAW AGENCY
SERVICES LIMITED

50, Lincoln's Inn Fields,
London WC2A 3PF

Company Registration Agents
Law Stationers,
and Printers

Telephone: 01-405-1082
01-405-7215



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

D. & D. LAW AGENCY
SERVICES LIMITED
50, Lincoln's Inn Fields,
London WC2A 3PF

For official Use
New Companies Section

NC
04 OCT 1991
COMPANIES

Post room



COMPANIES HOUSE

10

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

This form should be completed in black.

Company name (in full)

CN

2653123.

For official use ☐

MANDONGROVE

LIMITED

Registered office of the company on
incorporation.

RO

50 Lincoln's Inn Fields

Post town London

County/Region

Postcode WC2A 3PF.

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.

X

Name D & D Law Agency Services Limited

RA

50 Lincoln's Inn Fields

Post town London

County/Region

Postcode WC2A 3PF.

Number of continuation sheets attached ☐

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

D & D Law Agency Services Limited

50 Lincoln's Inn Fields

London

Postcode WC2A 3PF

Telephone 071-405-1082/7215

Extension

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 | Mr. |
| | Daniel John |
| | Dwyer |
| | |
| | |
| AD | 27 Goldfinch Close, Birds Hill, off Woodside, |
| | Post town Chelsfield |
| | County/Region Kent |
| | Postcode BR6 6NF Country |
| I consent to act as secretary of the company named on page 1 | |
| Signed | Date 21 AUG 1991 |

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**

| | |
|---|--|
| CD | Mr. |
| | Daniel John |
| | Dwyer |
| | |
| | |
| AD | 27 Goldfinch Close, Birds Hill, off Woodside, |
| | Post town Chelsfield |
| | County/Region Kent |
| | Postcode BR6 6NF. Country |
| DO | 060441 |
| | Nationality NA British |
| OC | Company Registration Agent. |
| OD | D & D Law Agency Services Limited |
| | D & D Appraisals Limited |
| I consent to act as director of the company named on page 1 | |
| Signed | Date 21 AUG 1991 |

Directors (continued)

(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.

Date of birth
Business occupation
Other directorships


* Voluntary details

Consent signature



Delete if the form
is signed by the
subscribers.

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.

| | |
|---|--|
| CD | Mr. |
| | Samuel George Alan |
| | Lloyd |
| | |
| | |
| AD | 13 Harley Court |
| | Blake Hall Road |
| | Post town Wanstead |
| | County/Region London |
| | Postcode E11 2QG |
| | Country |
| DO | 1 7 0 3 6 0 |
| | Nationality NA British |
| OC | Company Registration Agent |
| OD | D & D Law Agency Services Limited |
| | D & D Appraisals Limited |
| I consent to act as director of the company named on page 1 | |
| Signed |  |
| | Date 21 AUG 1991 |

Signature of agent on behalf of all subscribers Date

| | | |
|--------|--|------------------|
| Signed |  | Date 21 AUG 1991 |
| Signed |  | Date 21 AUG 1991 |
| Signed | | Date |
| Signed | | Date |
| Signed | | Date |
| Signed | | Date |

1
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-OF-

MANDONGROVE LIMITED



1. The Company's name is "MANDONGROVE LIMITED".

2. The Company's registered office is to be situated in England and Wales.

3.(a)(i) The Company's objects are to purchase, take on lease, exchange, lease or otherwise deal in and to hold for the purpose of investment, development, or resale and to traffic in any freehold, leasehold or other property for any estate or interest whatever, and any options, rights, privileges or easements over or in respect of the same and to purchase exchange or otherwise deal in stocks, debentures debenture stock, bonds obligations or securities of any government, state or authority or of any public or private company, corporate or unincorporate; to make advances upon the security of land or house or other property or any interest therein.

(ii) To carry on all or any of the businesses of building and civil engineering contractors, land, estate and property developers, repairers and jobbers, estate agents and managers, mortgage and insurance brokers and agents, surveyors, valuers and auctioneers, builders' merchants, plant hire specialists, painters, decorators, plumbers, farmers, stock and poultry breeders, produce merchants, grocers, confectioners, tobacconists and newsagents, haulage and transport contractors, electricians and general engineers.

(iii) To carry on all or any of the businesses of hire purchase financiers, and hire purchase consultants, financiers for the promotion of the sale for cash or on credit; or on the instalment plan or hire purchase agreement or easy payment system or otherwise of goods, wares, produce, products and merchandise of every description, and to lend and advance money to, or negotiate loans on behalf of, and to provide credit facilities for such persons, firms or companies, and on such terms as may seem expedient; to operate, for cash or credit, discount stores; to give guarantees or become security for the payment of money or the performance of any obligation or undertaking.

00974

- (b) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, licence, accept surrenders of and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (d) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company, as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (e) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (f) To sell, let, licence, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (g) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.
- (h) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (i) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangements with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them.

- (j) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants and other negotiable documents.
- (l) To purchase, subscribe for, or otherwise acquire and hold shares, stock or other interests in, or obligations of any other company or corporation.
- (m) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (n) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (o) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (p) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such person.
- (q) To remunerate the Directors of the Company in any manner the Company may think fit, and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (r) To distribute any property of the Company in specie among the members.
- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the Members is limited.

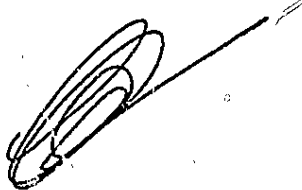
5. The Company's Share Capital is £100 divided into 100 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

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 AND ADDRESSES
OF SUBSCRIBERS


NUMBER OF
SHARES TAKEN BY
EACH SUBSCRIBER

SAMUEL GEORGE ALAN LLOYD
13 Harley Court
Blake Hall Road
Wanstead
London
E11 2QG



ONE

DANIEL JOHN DWYER
27 Goldfinch Close
Birds Hill
Off Woodside
Chelsfield
Kent
BR6 6NF



ONE

TOTAL SHARES TAKEN

TWO

DATED the 1st day of August 1991
WITNESS to the above Signatures

JANE LLOYD
20 Fairlop Close
Hornchurch
Essex
RM12 5PH

J Lloyd

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-OF-

MANDONGROVE LIMITED

PRELIMINARY

1. Subject as hereinafter provided the Regulations set out in Table "A" of the Schedule to The Companies (Table A to F) Regulations 1985 shall apply to this Company.

2. The following clauses of the said Table "A" shall not apply to this Company videlicet:- 23, 24, 46, 47, 64, 65-69, 73-80, 94 and 95.

PRIVATE COMPANY

3. The Company is a Private Company within the meaning of the Companies Act 1985.

SHARES

4. (a) Save as hereinafter expressly authorised the Directors shall allot relevant securities (as defined in the Companies Act 1985) as authorised from time to time by the Company in general meeting in accordance with the provisions of Section 80 of the Companies Act 1985.

(b) During the period of five years commencing with the date of incorporation the Directors shall have authority to allot or otherwise dispose of any shares of the Company up to the total amount which shall remain unissued to such persons and for such consideration and upon such terms and conditions as they may determine.

5. Sections 89 and 90 of the Companies Act 1985 shall not apply to this Company.

6. The lien conferred by Clause 8 of the said Table "A" shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

7. Sections 159 and 160 of The Companies Act 1985 shall apply to this Company and the company may therefore issue shares which are to be redeemed or liable to be redeemed at the option of the Company or the shareholder.

8. Sections 162, 170, 171 and 172 of the Companies Act 1985 shall apply to this Company.

TRANSFER OF SHARES

9. 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.

10. Clause 9 of these Articles shall not apply to any transfer to a person who is already a member of the Company.

11. A member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors or failing agreement at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares the transferor may subject to Clause 9 hereof dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

12. The instrument of transfer of any share shall be executed by or on behalf of the transferor who shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

GENERAL MEETINGS

13. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

14. Subject to the provisions of the Companies Act 1985 a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been

passed at a General Meeting of the Company duly convened and held.

SECRETARY

15. The first Secretary of the Company shall be the person named as the first Secretary of the Company in the statement delivered under Section 10 of the Companies Act 1985.

DIRECTORS

16. The number of Directors shall not be less than one nor more than seven. The first Director or Directors of the Company shall be the person or persons named as the first Director or Directors of the Company in the statement delivered under Section 10 of the Companies Act 1985.

17. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

18. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles.

19. The Company may by Ordinary Resolution, of which Special Notice has been given in accordance with Section 379 of the Companies Act 1985, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

20. The Company may by Ordinary Resolution appoint another person in place of a Director removed from office under Article 19 and without prejudice to the powers of the Directors under Article 18 the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

21. Subject to the provisions of the Companies Act 1985 in so far as the said provisions relate to a Private Limited Company a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement where he has previously disclosed his interest to the Company or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the

terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS

22. The Directors may exercise all the powers of the Company to borrow money whether in excess of the nominal amount of the share capital of the Company for the time being issued or not and to mortgage or charge its undertaking property and uncalled capital or any part thereof and subject to Section 80 of the Companies Act 1985 to issue debentures debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

ALTERNATE DIRECTOR


23. Any Director being absent may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence such alternate Director having in all respects the same rights and powers as the appointor. Any person who has been so appointed may be in like manner removed by the person who appointed him.

INDEMNITY


24. Subject to Section 310 of the Companies Act 1985 and in addition to such indemnity as is contained in Clause 118 of the said Table "A" every Director officer or official of the Company shall be indemnified out of the funds of the Company against all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NAMES AND ADDRESSES OF SUBSCRIBERS

SAMUEL GEORGE ALAN LLOYD
13 Harley Court
Blake Hall Road
Wanstead
London
E11 2QG



DANIEL JOHN DWYER
27 Goldfinch Close
Birds Hill
Off Woodside
Chelsfield
Kent
BR6 6NF



DATED the 1st day of August 1991
WITNESS to the above Signatures

JANE LLOYD
20 Fairlop Close
Hornchurch
Essex
RM12 5PH

J Lloyd

FILE COPY



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

No. 2653123

I hereby certify that

MANDONGROVE 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 10 OCTOBER 1991

E. J. Culliford
E J CULLIFORD

an authorised officer

No of Company: 2653123

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-OF-

MANDONGROVE LIMITED

PASSED the 21 October 1991

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened, and held at the Registered Office of the Company on the 21 October 1991 the following SPECIAL RESOLUTION was duly passed:-

"That paragraphs 3 (a) (i), (ii) and (iii) of the Memorandum of Association be deleted and the following paragraphs 3(a) (i), (ii), (iii) and (iv) be substituted:-

(a) (i) The company's objects are to carry on business as proprietors of Nursing Homes, Guest Houses, Clinics, Hospitals and establishments for the treatment and care of the elderly and others by the provision of medical attention, nursing, massage and all forms of medical and mechanical methods and appliances and to build, take on lease, or otherwise acquire and equip, decorate, furnish and maintain or arrange for the erection, equipment, decoration, furnishing and maintenance of clinics, nursing homes and establishments of a similar nature.

(ii) To construct and provide laboratories, baths and departments for the use of radium, X-rays and all kinds of electricity in connection with medical treatment, sprays, douches, and steam and medical baths, operating theatres, and other suitable buildings, rooms, and places whether for the use of the clinics, nursing homes, schools, institutions and educational establishments carried on by the Company or otherwise or for scientific research or experiment and to furnish and equip the same.

05 NOV 1991

M

29

PRESENTED BY:-

D & D LAW AGENCY SERVICES LTD

50, LINCOLNS INN FIELDS

LONDON WC2A 3PF

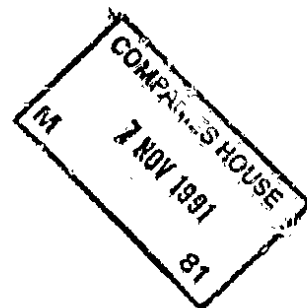
TEL. 01-405 1082/7215

(iii) To manage land, buildings and other property whether belonging to the Company or not, and to lease or let on hire any part thereof to consultants, patients, invalids, students, pupils, lecturers, research workers or others and to collect rents and income therefrom and to provide libraries, reading rooms, waiting rooms, nurses and domestic staff, porters, typists, clerks and others for the use and convenience of such tenants, and to provide garages, laundry services and other facilities.

(iv) To carry on the business of proprietors of a club, hostel, flats and residences, reading rooms, billiards and other recreation rooms and to afford accomodation for meetings and gatherings of all descriptions whether medical, educational, social or otherwise and to buy, maintain, equip, hire, provide and let on hire motor ambulances, motor cars and any other form of transport.

DIRECTOR.





MANDONGROVE LIMITED

COMPANY NUMBER:- 2653123

INCORPORATED THE 10TH OCTOBER 1991

**PRESENTED BY:-
D & D LAW AGENCY SERVICES LTD
50, LINCOLNS INN FIELDS
LONDON WC2A 3PF
TEL. 01-405 1082/7215**

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-OF-

MANDONGROVE LIMITED

CERTIFICATION

WE HEREBY CERTIFY that this print incorporates all alterations made to this Company's memorandum of Association by filed resolutions and is lodged in compliance with the requirements of the European Communities Act 1972.

DATED 4/11/1991.

D & D LAW AGENCY SERVICES LIMITED

1. The Company's name is "MANDONGROVE LIMITED".
2. The Company's Registered Office is to be situate in England and Wales.
- 3.(a)(i) The company's objects are to carry on business as proprietors of Nursing Homes, Guest Houses, Clinics, Hospitals and establishments for the treatment and care of the elderly and others by the provision of medical attention, nursing, massage and all forms of medical and mechanical methods and appliances and to build, take on lease, or otherwise acquire and equip, decorate, furnish and maintain or arrange for the erection, equipment, decoration, furnishing and maintenance of clinics, nursing homes and establishments of a similar nature.
 - (ii) To construct and provide laboratories, baths and departments for the use of radium, X-rays and all kinds of electricity in connection with medical treatment, sprays, douches, and steam and medical baths, operating theatres, and other suitable buildings, rooms, and places whether for the use of the clinics, nursing homes, schools, institutions and educational establishments carried on by the Company or otherwise or for scientific research or experiment and to furnish and equip the same.
 - (iii) To manage land, buildings and other property whether belonging to the Company or not, and to lease or let on hire any part thereof to consultants, patients, invalids, students, pupils, lecturers, research workers or others and to collect rents and income therefrom and to provide libraries, reading rooms, waiting rooms, nurses and domestic staff, porters, typists, clerks and others for the use and convenience of such tenants, and to provide garages, laundry services and other facilities.
 - (iv) To carry on the business of proprietors of a club, hostel, flats and residences, reading rooms, billiards and other recreation rooms and to afford accomodation for meetings and gatherings of all descriptions whether medical, educational, social

By Special Resolution passed 21st October 1991 the objects were altered to the above.

or otherwise and to buy, maintain, equip, hire, provide and let on hire motor ambulances, motor cars and any other form of transport.

- (b) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, licence, accept surrenders of and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (d) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company, as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (e) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (f) To sell, let, licence, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (g) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.
- (h) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (i) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnerships or any joint purse arrangements with any person, persons, firm or

company having for its objects similar objects to those of this Company or any of them.

- (j) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants and other negotiable documents.
- (l) To purchase, subscribe for, or otherwise acquire and hold shares, stock or other interests in, or obligations of any other company or corporation.
- (m) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (n) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (o) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (p) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependants or connections of such persons and to grant pensions and allowances to any such person.
- (q) To remunerate the Directors of the Company in any manner the Company may think fit, and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependants or connections.
- (r) To distribute any property of the Company in specie among the members.

- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the Members is limited.

5. The Company's Share Capital is £100 divided into 100 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

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 AND ADDRESSES
OF SUBSCRIBERS

NUMBER OF
SHARES TAKEN BY
EACH SUBSCRIBER

SAMUEL GEORGE ALAN LLOYD
13 Harley Court
Blake Hall Road
Wanstead
London
E11 2QG

ONE

DANIEL JOHN DWYER
27 Goldfinch Close
Birds Hill
Off Woodside
Chelsfield
Kent
BR6 6NF

ONE

TOTAL SHARES TAKEN

TWO

DATED the 1st day of August 1991
WITNESS to the above Signatures

JANE LLOYD
20 Fairlop Close
Hornchurch
Essex
RM12 5PH

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-OF-

MANDONGROVE LIMITED

PRELIMINARY

1. Subject as hereinafter provided the Regulations set out in Table "A" of the Schedule to The Companies (Table A to F) Regulations 1985 shall apply to this Company.

2. The following clauses of the said Table "A" shall not apply to this Company videlicet:- 23, 24, 46, 47, 64, 65-69, 73-80, 94 and 95.

PRIVATE COMPANY

3. The Company is a Private Company within the meaning of the Companies Act 1985.

SHARES

4. (a) Save as hereinafter expressly authorised the Directors shall allot relevant securities (as defined in the Companies Act 1985) as authorised from time to time by the Company in general meeting in accordance with the provisions of Section 80 of the Companies Act 1985.

(b) During the period of five years commencing with the date of incorporation the Directors shall have authority to allot or otherwise dispose of any shares of the Company up to the total amount which shall remain unissued to such persons and for such consideration and upon such terms and conditions as they may determine.

5. Sections 89 and 90 of the Companies Act 1985 shall not apply to this Company.

6. The lien conferred by Clause 8 of the said Table "A" shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

7. Sections 159 and 160 of The Companies Act 1985 shall apply to this Company and the company may therefore issue shares which are to be redeemed or liable to be redeemed at the option of the Company or the shareholder.

CERTIFICATION

WE HEREBY CERTIFY that this print incorporates all alterations made to this Company's Articles of Association by filed resolutions and is lodged in compliance with the requirements of European Communities Act 1972.

DATED 4/11/1991.

D & D LAW AGENCY SERVICES LIMITED

8. Sections 162, 170, 171 and 172 of the Companies Act 1985 shall apply to this Company.

TRANSFER OF SHARES

9. 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.

10. Clause 9 of these Articles shall not apply to any transfer to a person who is already a member of the Company.

11. A member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors or failing agreement at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares the transferor may subject to Clause 9 hereof dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

12. The instrument of transfer of any share shall be executed by or on behalf of the transferor who shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

GENERAL MEETINGS

13. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

14. Subject to the provisions of the Companies Act 1985 a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been

passed at a General Meeting of the Company duly convened and held.

SECRETARY

15. The first Secretary of the Company shall be the person named as the first Secretary of the Company in the statement delivered under Section 10 of the Companies Act 1985.

DIRECTORS

16. The number of Directors shall not be less than one nor more than seven. The first Director or Directors of the Company shall be the person or persons named as the first Director or Directors of the Company in the statement delivered under Section 10 of the Companies Act 1985.

17. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

18. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles.

19. The Company may by Ordinary Resolution, of which Special Notice has been given in accordance with Section 379 of the Companies Act 1985, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

20. The Company may by Ordinary Resolution appoint another person in place of a Director removed from office under Article 19 and without prejudice to the powers of the Directors under Article 18 the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

21. Subject to the provisions of the Companies Act 1985 in so far as the said provisions relate to a Private Limited Company a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement where he has previously disclosed his interest to the Company or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the

terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS

22. The Directors may exercise all the powers of the Company to borrow money whether in excess of the nominal amount of the share capital of the Company for the time being issued or not and to mortgage or charge its undertaking property and uncalled capital or any part thereof and subject to Section 80 of the Companies Act 1985 to issue debentures debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

ALTERNATE DIRECTOR

23. Any Director being absent may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence such alternate Director having in all respects the same rights and powers as the appointor. Any person who has been so appointed may be in like manner removed by the person who appointed him.

INDEMNITY

24. Subject to Section 310 of the Companies Act 1985 and in addition to such indemnity as is contained in Clause 118 of the said Table "A" every Director officer or official of the Company shall be indemnified out of the funds of the Company against all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NAMES AND ADDRESSES OF SUBSCRIBERS

SAMUEL GEORGE ALAN LLOYD
13 Harley Court
Blake Hall Road
Wanstead
London
E11 2QG

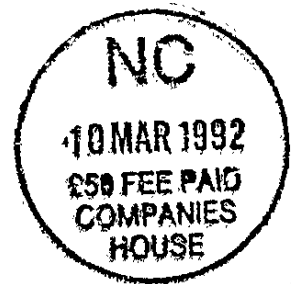
DANIEL JOHN DWYER
27 Goldfinch Close
Birds Hill
Off Woodside
Chelsfield
Kent
BR6 6NF

DATED the 1st day of August 1991
WITNESS to the above Signatures

JANE LLOYD
20 Fairlop Close
Hornchurch
Essex
RM12 5PH

Company Number 2653123

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES



SPECIAL RESOLUTIONS OF MANDONGROVE LIMITED
PASSED ON 2nd March 1992 1992

At an Extraordinary General Meeting of the above named Company duly convened and held at 156 High Street, Dorking, Surrey RH4 1BQ on 2nd March 1992 1992 the following Special Resolutions were duly passed:

SPECIAL RESOLUTIONS

1. THAT the name of the Company be changed to AVALON NURSING HOMES LIMITED.
2. THAT the share capital of the Company be increased from £100 to £100,000 by the creation of 99,900 new Ordinary Shares of £1 each to rank pari passu in all respects with the existing shares of the Company.

A handwritten signature in dark ink, appearing to be 'P. M.', written over a horizontal line.

Director



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2653123

I hereby certify that

MANDONGROVE LIMITED

having by special resolution changed its name,

is now incorporated under the name of

AVALON NURSING HOMES LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 24 APRIL 1992

A handwritten signature in cursive script, reading "F. A. Joseph.".

F. A. JOSEPH

an authorised officer

G

COMPANIES FORM No. 224

Notice of accounting reference date (to be delivered within 9 months of incorporation)

224

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

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

To the Registrar of Companies
(Address overleaf)

Company number

2653123

Name of company

* Insert full name
of company

* MANDONGROVE LIMITED

gives notice that the date on which the company's accounting reference period is to be treated as
coming to an end in each successive year is as shown below:

Important
The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

3 1 0 3

5 April
Day Month

0 5 0 4

30 June
Day Month

3 0 0 6

31 December
Day Month

3 1 1 2

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

Signed

C. Shipley

Designation‡ Secretary

Date 23rd April 1995

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

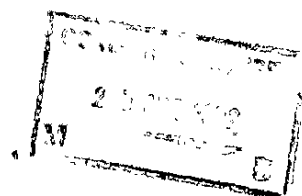
Downs,
156 High Street,
Dorking,
Surrey RH4 1BQ

Ref : CCS
Tel : 0306 -880110

For official use
D.E.B.

Post room

D. & D. LAW AGENCY
SERVICES LIMITED
50, Lincoln's Inn Fields,
London WC2A 3FF



Company Number 2653123

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES



SPECIAL RESOLUTIONS OF MANDONGROVE LIMITED
PASSED ON 2nd March 1992 1992

At an Extraordinary General Meeting of the above named Company duly convened and held at 156 High Street, Dorking, Surrey RH4 1BQ on 2nd March 1992 1992 the following Special Resolutions were duly passed:

SPECIAL RESOLUTIONS

"FOR INFORMATION ONLY"

1. ~~THAT the name of the Company be changed to AVALON NURSING HOMES LIMITED.~~
~~THIS RESOLUTION PROCESSED SEPARATELY~~

2. THAT the share capital of the Company be increased from £100 to £100,000 by the creation of 99,900 new Ordinary Shares of £1 each to rank pari passu in all respects with the existing shares of the Company.



Director

COMPANIES HOUSE
- 7 MAR 1992

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

| | | | |
|--|--|--|--|
| | | | |
|--|--|--|--|

2653123

Name of company

* MANDONGROVE LIMITED

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 2nd March 1992 the nominal capital of the company has been
increased by £ 99,900 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 (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

The new Ordinary Shares shall rank pari passu with the existing Ordinary
Shares in the capital of the Company.

Please tick here if
continued overleaf

| |
|--|
| |
|--|

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

Signed

C. Shipley

Designation‡

SECRETARY

Date

5/3/92

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

Downs,
156 High Street,
Dorking,
Surrey.
RH4 1BQ

Ref : CCS/BJJ

For official Use
General Section

Post room

| | |
|-----------------|----|
| COMPANIES HOUSE | |
| - 7 MAR 1992 | |
| M | 10 |