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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

1 NC
43319

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

* NOREAST BUILDING MANAGEMENT LIMITED

* Insert full
name of Company

I, PETER GEOFFREY HEARSEY
of 41 Vine Street
London EC3N 2AA

† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
~~person named as director or secretary of the company in the statement delivered to the registrar~~
~~under section 10(2)(b)~~ 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 LLYD'S CHAMBERS

Declarant to sign below

1 PORTER'S STREET
LONDON E1 8AB
the 27th day of January
One thousand nine hundred and ninety two
before me [Signature]

Peter Hearsey

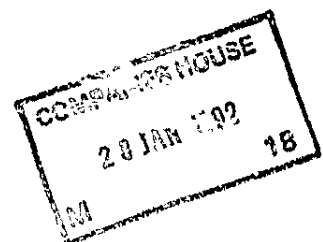
A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

Presenter's name address and
reference (if any):
FIELD FISHER WATERHOUSE
41 Vine Street
London EC3N 2AA

Ref: PGH
Tel: 071 481 4841

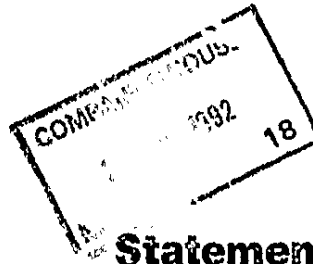
For official Use
New Companies Section

Post room





OYEZ
CHA1



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

2604154

For official use



NOREAST BUILDING MANAGEMENT LIMITED

Registered office of the company on
incorporation.

RO

2 Marsham Street

Post town

County/Region London

Postcode SW1P 3EB

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 Field Fisher Waterhouse

RA

41 Vine Street

Post town

County/Region London

Postcode EC3N 2AA

Number of continuation sheets attached



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

* Field Fisher Waterhouse

41 Vine Street

London

Postcode EC3N 2AA

Telephone 071 481 4841

Extension 387

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

Richard Frederick Charles

How

AD

16 Tennyson Road

Harpenden

Post town

County/Region Hertfordshire

Postcode AL5 4BB

Country England

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

Signed *X* *Richard FC How* *X* Date *24 January 92*

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.

* Voluntary details

Consent signature

CD

Mr

Jeremy Paul

Clayton

AD

18 Dorothy Road

Post town

County/Region London

Postcode SW11 2JP

Country England

DO

030256

Nationality

NA

Birtel

OC

Civil Servant

OD

None

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

Signed *X* *J.P. Clayton* *X* Date *24 January 92*

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**

CD	Mr
Richard Frederick Charles	
How	
AD	16 Tennyson Road
Post town Harpenden	
County/Region Hertfordshire	
Postcode AL5 4BB	
Country England	
DO	1 1 0 1 4 9
Nationality NA British	
OC	Civil Servant
OD	See attached list
I consent to act as director of the company named on page 1	
Signed <i>X Richard FC How</i> <i>X</i> Date <i>24 January 92</i>	

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 <i>X</i> <i>Richard FC How</i>	<i>X</i> Date <i>24 January 92</i>
Signed <i>X</i> <i>Richard FC How</i>	<i>X</i> Date <i>24 January 92</i>
Signed	Date
Signed	Date
Signed	Date
Signed	Date

RFC HOW Esq
Directorships

RFC

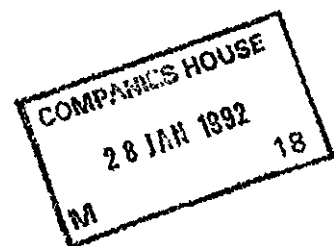
X Richard F.C. How

20

1. PSA Limited
2. PSA (UK) Limited
3. PSA Projects Limited
4. PSA Building Management Limited
5. PSA Estate Surveying Services Limited
6. PSA Specialist Services Limited
7. PSA International Limited
8. Property Services Agency Limited
9. Property Services Agency (UK) Limited
10. Property Services Agency Projects Limited
11. Property Services Agency Building Management Limited
12. Property Services Agency Estate Surveying Services Limited
13. Property Services Agency Specialist Services Limited
14. Property Services Agency International Limited
15. PSAS Limited
16. PSAS (UK) Limited
17. PSAS Projects Limited
18. PSAS Building Management Limited
19. PSAS Estate Surveying Services Limited
20. PSAS Specialist Services Limited
21. PSAS International Services Limited
22. PSA Services (UK) Limited
23. PSA Services Projects Limited
24. PSA Services Building Management Limited
25. PSA Services Estate Surveying Services Limited
26. PSA Services Specialist Services Limited
27. PSA Services International Services Limited
28. Property Services Agency Services Limited
29. Property Services Agency Services (UK) Limited
30. Property Services Agency Services Projects Limited
31. Property Services Agency Services Building Management Limited
32. Property Services Agency Services Estate Surveying Services Limited
33. Property Services Agency Services Specialist Services Limited
34. Property Services Agency Services International Limited

No Trace

MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
NOREAST BUILDING MANAGEMENT LIMITED



FIELD FISHER WATERHOUSE
41 Vine Street
London EC3N 2AA

THE COMPANIES ACT 1985
and
THE COMPANIES ACT 1989



A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
of
NOREAST BUILDING MANAGEMENT LIMITED

1. The Company's name is "NOREAST BUILDING MANAGEMENT LIMITED".
2. The Company's registered office is to be situated in England.
3. The Company's objects are:-
 - (A) (i) to carry on business as consulting, civil, structural, mechanical and other engineers, architects and general designers, draughtsmen, tracers and engravers; and as surveyors, builders, lithographers, photographers, blue print makers, printers, publishers, economists and general contractors and to carry on business as land use, building and planning consultants and advisers, and to negotiate with builders and local or governmental authorities and others on matters affecting construction, building, maintenance and engineering works and public works of every description, to act as project management consultants and to render secretarial, accountancy, or clerical services or offer labourers or

other assistance of any kind to engineers, architects and other professional men, and to investors, as may be thought fit;

(ii) to build, construct, improve, decorate, maintain, fit up, alter, enlarge, pull down, adapt and remove or replace any houses, flats, buildings, factories, mills, warehouses, shops, offices, works, wharves, road, bridges, walls, fences, banks, dams, sluices or water courses, to clear sites for the same, or to join with any person firm or company in doing any of the things aforesaid and to work, manage and control the same or join with others in so doing.

(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 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, firm or company, 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.
- (F) To improve, manage, construct, repair, develop exchange, let on lease, grant licences, options, rights and privileges in respect of, 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 investments made.
- (H) To give credit on such terms as may seem expedient and with or without security to customers and others.
- (I) To enter into guarantees, contracts of indemnity

and suretyships of all kinds.

- (J) (i) To borrow and raise money for any purpose from the Secretary of State for the Environment ("the Secretary of State");
 - (ii) to borrow and raise money from any recognised bank by way of temporary overdraft for the purposes of meeting revenue expenses subject to any maximum limit imposed from time to time by the Secretary of State;
 - (iii) with the written consent of the Secretary of State to secure the repayment of any money borrowed, raised or owing (by virtue of the exercise of the power contained in clause 3(J)(ii)) 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, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (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 of

the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings, or applications 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 and concessions.
- (N) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of and place shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company 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.
- (O) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies 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 or companies.

- (P) To act as agents or brokers and as trustees for any person, firm or Company, and to undertake and perform sub-contracts.
- (Q) 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.
- (R) 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 of other securities of the Company.
- (S) 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 or have been employed by, or who are serving or have served the Company or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors

in 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 towards 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 of such persons and of their wives, widows children and other relatives and dependents; and to 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 company 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.

- (T) 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 of 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, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (U) With the written consent of the Secretary of State to sell, mortgage, charge 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.
- (V) To distribute among the members of the Company in

kind any property of the Company of any kind.

- (W) To procure the Company to be registered or recognised in any part of the world.
- (X) 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 or otherwise and either alone or in conjunction with others.
- (Y) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in each sub-clause of this 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 by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary 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 objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

- 4. The liability of the members is limited.
- 5. The Company's Share Capital is £ 100 divided into 100 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 AND ADDRESSES OF SUBSCRIBERS

Number of
Shares taken
by each
Subscriber

1. JEREMY PAUL CLAYTON
18 Dorothy Road
London
SW11 2JP

X *John* 1

2. RICHARD FREDERICK CHARLES HOW
16 Tennyson Road
Harpenden
Hertfordshire
AL5 4BB

X *Richard FC How* 1

Total Shares Taken:

2

DATED the 24 day of January 1992
WITNESS to the above signatures:-

John
41 Vine Street
London EC3N 2AA
John

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
NOREAST BUILDING MANAGEMENT LIMITED

1. PRELIMINARY

- (1) The Regulations contained or incorporated in Table A of the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- (2) In these Articles of Association, "the Act" means the Companies Act 1985 including any statutory re-enactment or modification for the time being in force.

2. SHARE CAPITAL

The authorised capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

3. ALLOTMENT OF SHARES

- (1) Subject to Article 4 hereof the Directors may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Act) of the Company to such persons and generally on such terms and conditions as the Directors think proper.
- (2) The general authority conferred by paragraph (1) of this Article shall be conditional upon due compliance with Article 4 hereof and shall extend to all relevant securities of the Company from time to time unissued during the period of such authority. The said authority will expire on 1st December 1996 unless renewed, varied or revoked by the Company in general meeting.
- (3) The Directors shall be entitled under the general authority conferred by paragraph (1) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

4. ALLOTMENT TO MEMBERS

- (1) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 3 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days)

within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such person and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

- (2) Section 89(1) of the Act shall not apply to any allotment of shares in the Company.

5. LIEN

The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

6. REDEEMABLE SHARES

Subject to the provisions of the Act and any regulations made thereunder:-

- (a) any shares may be issued on the terms that they are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder on such terms and in such manner as the Company may by ordinary resolution determine;
- (b) the Company may purchase any of its shares on such terms as may be authorised by the Company by special resolution before the Company enters into the contract for such purchase with power for the Company by special resolution to vary revoke or from time to time renew such authority;
- (c) subject to approval by the Company by special resolution any payment in respect of a redemption or purchase of shares made pursuant to this Article may be made otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

7. TRANSFER OF SHARES

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.

8. GENERAL MEETINGS

- (1) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members

in regard to their right to appoint proxies; and notices or any other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

- (2) A Director who is not a member of the Company shall be entitled to attend, speak at and propose or second resolutions at General Meetings.

9. QUORUM

- (1) The quorum for the transaction of business at any General Meeting shall be two members present in person.
- (2) Regulation 41 in 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 the Meeting shall be dissolved", were added at the end.

10. VOTING AND POLLS

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 any one Member present in person or by proxy and entitled to vote.

11. RESOLUTIONS IN WRITING

Subject to any statutory provisions for the time being in force a resolution in writing by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being

corporations entitled to do so by their duly authorised representative) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form, each signed by one or more of the Members or their attorneys and signature in the case of a corporate body which is a Member shall be sufficient if made by a Director thereof or by its duly appointed attorney.

12. APPOINTMENT AND REMOVAL OF DIRECTORS

- (1) Regulation 64 in Table A shall not apply to the Company.
- (2) Unless and until otherwise determined by an Ordinary Resolution of the Company there shall be no maximum number of Directors and the minimum number of Directors shall be one. In the event of the minimum number of Directors fixed by or pursuant to these Articles being one, a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally and Regulations 89 and 90 in Table A and Article 18 hereof shall be modified accordingly.

13. Without prejudice to Section 303 of the Act the Company may at any time by Extraordinary Resolution remove a Director from office, and may by an Ordinary Resolution appoint another person to be a Director in his place.

14. (1) The Directors shall not be subject to retirement by rotation and Regulations 73 to 77 inclusive of Table A shall not apply to the Company.

- (2) Regulation 78 in Table A shall be ended at the words "as an additional director" and the succeeding words shall not apply to the Company.
- (3) Regulation 79 in Table A shall be ended at the words "maximum number of directors" and the succeeding sentence shall not apply to the Company.

13. ALTERNATE DIRECTORS

A Director shall have power to nominate in writing any other Director or any other person to act as an alternate Director in his place during his absence from the place where meetings are held or inability for any reason to act as such Director, and on such appointment being made, the alternate Director shall (except as regards remuneration and the power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the other Directors, and each alternate Director, while so acting, shall exercise and discharge all the powers and duties of the Directors whom he represents, provided that unless otherwise agreed by all the Directors for the time being of the Company, nothing in this Article shall enable a Director appointed to an executive office to delegate to an alternate Director any of the special powers authorities or responsibilities vested in him by virtue of his executive office. An alternate Director shall not be entitled to attend or vote at any meeting of the Board at which the Director who appointed him is present. A Director may at any time in writing revoke the appointment of any alternate Director appointed by him, and appoint another person in his place, and if a Director making such an appointment as aforesaid shall cease to be a Director the person appointed by him shall thereupon cease to have any power or

authority as an alternate Director. An alternate Director shall look for his remuneration (if any) to the Director appointing him and not to the Company and Regulations 65 to 69 inclusive in Table A shall be modified accordingly.

16. NO AGE LIMIT

No persons shall be disqualified under Section 293 of the Act from being appointed or elected or re-appointed or re-elected a Director in accordance with these Articles, by reason of his attaining or having attained the age of 70 years or any other age, nor shall any Director be liable to vacate his office by reason of his attaining the age of 70 years or any other age.

17. INTEREST IN CONTRACTS

(1) Subject to his complying with the provisions of Section 317 of the Act, a Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote, his vote shall be counted.

(2) Regulation 94 of Table A shall not apply to the Company.

18. PROCEEDINGS OF DIRECTORS

The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their Meetings as they think fit, provided always that, at any time when there are two or more Directors of the Company the quorum for a Meeting of Directors shall be not less than two. Questions arising at any Meeting

shall subject as therein otherwise provided, be decided by a majority of votes, and in case of an equality of votes the Chairman shall not have a second or casting vote.

19. RESOLUTIONS IN WRITING

A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effective as if it had been passed at a meeting of the Directors duly called and constituted and may consist of several documents in the like form each signed by one or more of the Directors. A resolution signed by an alternate Director need not also be signed by his appointor and, if it is signed by a Director who has appointed an alternate Director, it need not be signed by the alternate Director in that capacity.

20. BORROWING POWERS

The Directors may exercise all the powers of the Company:

- (a) to borrow money upon such terms and in such manner as they think fit;
- (b) to grant any mortgage, charge or standard security over its undertaking and property or any part thereof; and
- (c) subject to Section 80 of the Act if applicable, to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company.

21. PENSION SCHEMES

The Directors may:-

- (a) establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and may make or give or procure the making or giving of loans, donations, gratuities, pensions, allowances or emoluments (whether in money or money's-worth) to, or to trustees on behalf of, any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company, or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and to the wives, husbands, widows, widowers, families and dependants of any such persons;
- (b) establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of, or to advance the interests and well being of the Company, or of any such other company as aforesaid, or of any such persons as aforesaid;
- (c) make payments for or towards the insurance of any such persons as aforesaid;
- (d) pay, subscribe or guarantee money to or for any charitable or benevolent objects, or for any exhibition, or for any public, general or useful object; and

- (e) do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the Members of the Company and to the payment being approved by the Company, any Director shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

22. INDEMNITY

- (1) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Sections 144 or 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- (2) Accordingly, Regulation 118 in Table A shall not apply to the Company.

23. WINDING UP

If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

NAMES AND ADDRESSES OF SUBSCRIBERS

1. JEREMY PAUL CLAYTON
18 Dorothy Road
London
SW11 2JP

✓ JPC

✓

2. RICHARD FREDERICK CHARLES HOW
16 Tennyson Road
Harpenden
Hertfordshire
AL5 4BB

✓

Richard FC How

✓

DATED the 24 day of January 1992.

WITNESS to the above signatures:-

Peter Healey
4 Vine Street
London EC3N 2AA
Solicitor

FILE COPY



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

No. 2684154

I hereby certify that

NOREAST BUILDING MANAGEMENT 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 FEBRUARY 1992

P. Bevan
P. BEVAN

an authorised officer