

G

COMPANIES FORM No. 12

12

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

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 : Registrar of Companies

For official use

For official use

[] [] [] []

2767933

Name of company

* CHELTER PROPERTIES LIMITED

* Insert full
name of Company

I, BRIAN COLLETT
of 10, Norwich Street,
London, EC4A 1BD.

† 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)] † 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 20, Fumival Street,
London, EC4.

Declarant to sign below

the 18th day of November

One thousand nine hundred and ninety-two

before me P. A. Lawrence

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

A. Collett

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

MACFARLANES,
10, NORWICH STREET,
LONDON, EC4A 1BD.

For official Use

New Companies Section

Post room

Package: 'Laserform'
by Laserform International Ltd.

Companies House Approval No: CHA 116

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

2767933

For official use



CHELTER PROPERTIES LIMITED

Registered office of the company on
incorporation.

RO

10, Norwich Street,

Post town London,

County/Region EC4A 1BD.

Postcode

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.

☐

RA

Name

Post town

County/Region

Postcode

Number of continuation sheets attached

☐

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

MACFARLANES,

10, Norwich street,

London,

Postcode

EC4A 1BD.

Telephone 071 831 9222

Extension

Company Secretary

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

Directors

Please list directors in alphabetical order.

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


Address


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

Date of birth
Business occupation
Other directorships

* Voluntary details

Consent signature

<input checked="" type="checkbox"/> CS	MRS
BIBI RAHIMA	
ALLY	
<input checked="" type="checkbox"/> AD	68, Ruskin Road,
Post town	Carshalton,
County/Region	Surrey,
Postcode	SM5 3DH.
Country	England.
I consent to act as secretary of the company named on page 1	
Signed	
Date	18.11.1992

<input checked="" type="checkbox"/> CD	MR
BRIAN	
COLLETT	
<input checked="" type="checkbox"/> AD	254, Old Church Road,
Post town	Chingford,
County/Region	London,
Postcode	E4 8BT.
Country	England.
<input checked="" type="checkbox"/> DO	2 7 0 1 4 3
Nationality	<input checked="" type="checkbox"/> NA British
<input checked="" type="checkbox"/> OC	Company Director
<input checked="" type="checkbox"/> OD	See attached list
I consent to act as director of the company named on page 1	
Signed	
Date	18.11.1992

Directors (continued)

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

AD

Post town

County/Region

Postcode

Country

Nationality

NA

DO

OC

OD

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

Signed

Date

Signature of agent on behalf of all subscribers Date

Signed

Date 18.11.1992

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

DIRECTORSHIPS OF BRIAN COLLETT

Alexandra Centre Management Company Limited
Bayfield Limited
Coach House Mews Highbury Limited
Cordwell Property (Derby) Limited
International Production Solutions Limited
Kennard Court (No. 1) Limited
Kennard Court (No. 2) Limited
M.I.T. (London) Limited
Octopus Leisure Limited
Rendle Limited
Shorewood United Kingdom Limited

1075
N

2767933.

COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

-of-

CHELTER PROPERTIES LIMITED

111018

1. The Company's name is CHELTER PROPERTIES LIMITED.
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
 - 3.1 To purchase or by any other means acquire any freehold, leasehold or other property for any estate or interest whatever, and any rights, privileges or easements over or in respect of any property, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of, any other property of the Company, for development, investment or resale; to traffic in land and other property of any enure or any interest therein and to create, reserve, sell and deal in freehold and leasehold ground rents and generally to deal in, traffic by way of sale, lease, exchange or otherwise with land and any other property (whether real or personal) and to turn the same to account as may seem expedient, and in particular by laying out streets, roads and squares, constructing sewers and draining, planting, paving and preparing building sites and by constructing, reconstructing, altering, repairing, improving, decorating, furnishing and maintaining buildings, works and conveniences of all kinds and by consolidating or connecting or sub-dividing properties and by leasing and disposing of the same and by advancing money to and entering into contracts with builders, tenants and others; and to manage any land, buildings or other property as aforesaid, whether belonging to the Company or not, and to collect rents and income and to supply to tenants and occupiers services and all conveniences and amenities commonly required therewith.
 - 3.2 To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any business of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or assets.
 - 3.3 To acquire and take over the whole or any part of the business, property and liabilities of any company or person carrying on any business which the Company is authorised to carry on, or possessed

of any property or assets suitable for the purposes of the Company.

3.4 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, patents, licences, rights or privileges which the Company may think necessary or convenient for the purposes of its business, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.

3.5 To pay for any property or assets acquired by the Company either in cash or fully or partly paid shares or by the issue of securities or obligations or partly in one mode and partly in another and generally on such terms as may be determined.

3.6 To borrow or raise or secure the payment of money in such manner and upon such terms as the Company may think fit, and for any of such purposes to mortgage or charge the undertaking and all or any part of the property and rights of the Company, both present and future including uncalled capital, and to create and issue redeemable debentures or debenture stock, bonds or other obligations.

3.7 To stand surety for or guarantee, support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital or by both such methods; and, in particular, but without prejudice to the generality of the foregoing, to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien as aforesaid or by both such methods the performance of all or any of the obligations (including the repayment or payment of the principal and premium and interest on any securities) of any company which is for the time being the Company's holding company (as defined by Section 736 of the Companies Act 1985) or another subsidiary (as defined by the said Section) of any such holding company or a subsidiary (as defined by the said Section) of the Company.

3.8 To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company.

3.9 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.

3.10 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, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or of any other person or company having dealings with the Company, or in whose business or undertaking the Company is interested.

3.11 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 to 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 of any company which is a subsidiary of the Company or is allied to or associated with the Company, or any such subsidiary or of any company which is a predecessor in business of the Company or of any such other company as aforesaid, or any persons who are or were at any time directors or officers of the Company, or of any such other company as aforesaid, and the spouses, widows, widowers, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or advance the interests and well being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for any charitable or benevolent object or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

3.12 To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests, with any person or company engaged or interested or about to become engaged or interested in the carrying on or conduct of any business which the Company is authorised to carry on or conduct or from which the Company would, or might derive any benefit, whether direct or indirect.

3.13 To establish or promote, or join in the establishment or promotion of, any other company whose objects shall include the taking over of any of the assets and liabilities of the Company, or the promotion of which shall be calculated to advance its interests, and to acquire and hold any shares, securities or obligations of any such company.

3.14 To amalgamate with any other company.

3.15 To sell or dispose of the undertaking, property and assets of the Company or any part thereof, in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock, securities or obligations of any other company, whether promoted by the Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and assets of the Company.

3.16 To distribute any of the Company's property or assets among the members in specie.

3.17 To cause the Company to be registered or recognised in any foreign country.

3.18 To do all or any of the above things in any part of the world, and either as principal, agent, trustee or otherwise, and either alone or in conjunction with others, and by or through agents, subcontractors, trustees or otherwise.

3.19 To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word 'company' in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that the intention is that each of the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be an independent main object and not be limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

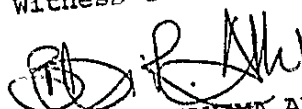
5. The Company's share capital is £1,000 divided into 1,000 ordinary shares of £1 each.

I, the subscriber to this Memorandum of Association, wish to be formed into a company pursuant to this memorandum; and I agree to take the share shown opposite MY name.

Name and Address of the Subscriber	Number of Shares taken by Subscriber
<i>B. Collett.</i> BRIAN COLLETT 10, Norwich Street, London, EC4A 1BD.	1
TOTAL SHARES	----
	1

Dated: 18th November 1992.

Witness to the above signature,


MRS BIBI RAHIMA ALLY,
10, Norwich Street,
London, EC4A 1BD.

COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

CHELTER PROPERTIES LIMITED

INTRODUCTORY

1.1 The Regulations contained or incorporated in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) Amendment Regulations 1985 (hereinafter called "Table A") shall apply to the Company, save insofar as they are varied or excluded by or are inconsistent with the following Articles.

1.2 In Regulation 1 of Table A, the words "and in Articles of Association adopting the same" shall be inserted after the word "regulations" in the last paragraph of that Regulation and the sentence "Any reference to any statutory provision shall be deemed to include a reference to each and every statutory amendment, modification, re-enactment and extension thereof for the time being in force" shall be inserted at the end of that Regulation.

1.3 Regulations 40, 73 to 77 (inclusive), 80, 90, 94 to 98 (inclusive) and 118 of Table A shall not apply to the Company

2. In these Articles, the expression "the Controlling Shareholder" means the registered holder for the time being of the entire issued share capital of the Company.

SHARE CAPITAL

3. The share capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1 each.

4.1 No share or beneficial interest in a share shall be issued or transferred to or held by any person other than the Controlling Shareholder, but subject to that all the unissued shares for the time being in the capital of the Company shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of

them to such persons, at such times and on such terms and conditions as they think proper, subject to section 80 of the Act and provided that no share shall be issued at a discount.

4.2 The Directors are authorised, for the purposes of Section 80 of the Act, to allot and issue relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal value of £1,000. This authority shall expire on the fifth anniversary of the date of the Company's incorporation, unless previously revoked, renewed or varied by the Company in general meeting.

4.3 The Directors shall be entitled, pursuant to the authority conferred by Article 4.2 or any renewal or variation of such authority, to make at any time prior to its expiry any offer or agreement which would or might require relevant securities to be allotted after such expiry and to allot relevant securities pursuant to any such offer or agreement].

4.4 The provisions of sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company.

TRANSFER OF SHARES

5. The Directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of any share in the capital of the Company, whether fully or partly paid. In its application to the Company Regulation 24 of Table A shall be modified by the deletion of the first sentence.

GENERAL MEETINGS

6. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. The Controlling Shareholder being present in person or by proxy or representative shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting.

DIRECTORS

7. In its application to the Company, Regulation 64 of Table A shall be modified by the deletion of the word "two" and the substitution of the word "one".

8. The Controlling Shareholder shall have the right at any time and from time to time to appoint one or more persons to be a Director or Directors of the Company. Any such appointment shall be effected by notice in writing to the Company by the Controlling Shareholder and the Controlling Shareholder may in like manner at any time and from time to time remove from office any Director (whether or not appointed by him or it pursuant to this Article).

9. In its application to the Company, Regulation 65 of Table A shall be modified by the deletion of the words "approved by

entitled to 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 to his office, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 14 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 otherwise in relation to his office;

15.2 the Directors may purchase and maintain insurance for any such Director or other officer against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.

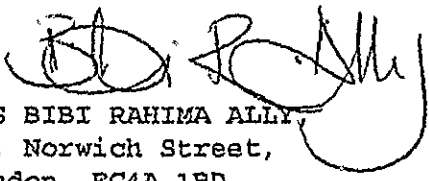
TELEPHONE BOARD MEETINGS

16. Any Director who participates in the proceedings of a meeting by means of a communication device (including a telephone) which allows all the other Directors present at such meeting (whether in person or by alternate or by means of such type of communication device) to hear at all times such Director and such Director to hear at all times all other Directors present at such meeting (whether in person or by alternate or by means of such type of communication device) shall be deemed to be present at such meeting and shall be counted when reckoning a quorum.

Names and Addresses of Subscriber	
BRIAN COLLETT 10, Norwich Street, London, EC4A 1BD.	<i>B. Collett</i>

Dated: 18th November 1992.

Witness to the above signature,


MRS BIBI RAHIMA ALLY,
10, Norwich Street,
London, EC4A 1BD.

FILE COPY



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

No. 2767933

I hereby certify that

CHELTER PROPERTIES 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 25 NOVEMBER 1992

M. Rose
M. ROSE

an authorised officer