

Company Number: 2781721

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

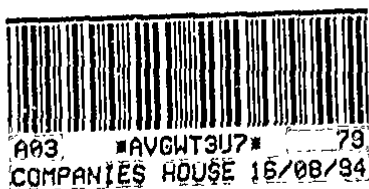
- of -

CITY PROPERTY (THETFORD) LIMITED

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Incorporated on the 20th day of January 1993

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Company No: 2781721

THE COMPANIES ACT 1985 (As Amended)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

CITY PROPERTY (THETFORD) LIMITED

1. The name of the Company is GOULDITAR NO. 265 LIMITED\*
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (A) To acquire by purchase, lease, concession, grant, subscription, licence or otherwise such lands, buildings, leases, underleases, rights, privileges, stocks, shares and debentures, policies of insurance, patents, copyrights and interest in property capable of being held for investment as the Company shall deem fit, but so that the Company shall not have power to deal or traffic in any such property but may acquire the same for the purpose of investment only and with a view to receiving the income therefrom. If from time to time it shall be found necessary or advisable for investment reasons for the Company to realise all or any part of its property or assets the Company shall have power to do so.
  - (B) To carry on any other trade or business whatsoever which can, in the opinion of the Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company
  - (C) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
  - (D) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at part or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

\* By Special Resolution dated 8th April 1993 the Company changed its name from "Goulditar No. 265 Limited" to "City Property (Thetford) Limited"

- (E) 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 other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (F) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights present and future and uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any monies whatsoever (including but not limited to capital, principal, premiums, interest, dividends, costs and expenses on any stocks, share or securities) by any person, firm or company whatsoever including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by Section 736 of the Companies Act 1985 and as amended by Section 144 of the Companies Act 1989) of the Company or of the Company's holding company or is otherwise associated with the Company in its business.
- (G) To make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, trade marks, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (H) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (I) To invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (J) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (K) To accept payment for any property or rights sold or

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otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (L) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (M) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (N) To purchase or otherwise acquire and undertake all or any part of the business, goodwill, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this company is authorised to carry on.
- (O) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (P) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities, of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (Q) To apply for, promote, and obtain any Act of Parliament,

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 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 application which may seem calculated directly or indirectly to prejudice the Company's interests.

- (R) 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.
- (S) To employ advisors to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (T) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (U) 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.
- (V) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (W) To contribute by donation, subscription, guarantee or otherwise to any charitable or public or political or useful object whatsoever and to support and subscribe to any institution, society or club which may in the opinion of the directors be for the benefit, directly or indirectly, 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 any such subsidiary, holding or fellow subsidiary company and to any

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 such persons and of their wives, widows, children and other relatives and dependants; to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries, notwithstanding that the exercise of this power is not in the best interests of the Company, in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company of any subsidiary; 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; and to purchase and maintain for any persons who are Directors, officers, employees, or agents of the Company or the auditors of the Company from time to time insurance against any liability.

- (X) To procure the Company to be registered or recognised in any part of the world.
  - (Y) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
  - (Z) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
  - (AA) To do all such other things as are incidental or conducive to the above objects or any of them.
4. The liability of the members is limited.
- \*5. The share capital of the Company is £100, divided into 100 Ordinary shares of £1 each.

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\* By Special Resolution dated 8th April 1993, 90 of the unissued Ordinary Shares of £1 each were redesignated as Deferred Shares of £1 each.

\*\* By Special Resolution dated 13th July 1994, the share capital of the Company was increased to £1,000 by the creation of 900 Ordinary shares of £1 each

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
STUART NEIL SEATON Solicitor 48 Bramford Road London SW18 1AP	ONE
EVELYN MARIA MEENAGHAN Company Secretary 48 Cedars Avenue London E17 7QN	ONE

DATED this 11th day of January 1993.

WITNESS to the above Signatures:

NADAV ZOHAR  
TRAINEE SOLICITOR

22 Tudor Street  
London EC4Y 0JJ