



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

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--

Name of company

* PARDEV (MANCHESTER) LIMITED

* Insert full
name of Company

I, EVELYN MARIA MEENAGHAN

of 48 CEDARS AVENUE, LONDON E17 7QN

† 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 GHERSON & CO

22 TUDOR STREET

LONDON EC4Y 0JJ

Declarant to sign below

the Eighteenth day of JanuaryOne thousand nine hundred and NINETY-THREE

before me

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):

MESSRS GOULDENS
22 Tudor Street
London
EC4Y 0JJ
Tel: 071-583 7777

For official Use
New Companies Section

Post room



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoot Street, London SE1 5TS

4-98 B'HAM.

5017173



COMPANIES HOUSE

COMPANIES HOUSE
19 JAN 1995
M

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

This form should be completed in black.

Company name (in full)

CN

2783384

For official use

Q

PARDEV (MANCHESTER) LIMITED

Registered office of the company on
Incorporation.

RO

1 BREWERS GREEN

BUCKINGHAM GATE

Post town LONDON

County/Region

Postcode SW1H 0RH

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

RA

MESSRS GOULDENS

32 Tudor Street

London

Post town EC4Y 0JJ

County/Region

Tel: 071-583 7777

Postcode

Number of continuation sheets attached



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

MESSRS GOULDENS

32 Tudor Street

London

EC4Y 0JJ

Telephone

Tel: 071-583 7777

Postcode

Extension

Ref: Cmm

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**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****Consent signature**

CS	MR
PHILIP JOHN	
MARTIN	
AD	RUNWICK HALL
RUNWICK LANE	
Post town DIPPENHALL	
County/Region FARNHAM	
Postcode	Country
I consent to act as secretary of the company named on page 1	
Signed	Date 18-1-93

CD		
HUMPHREY JAMES MONTGOMERY		
PRICE		
AD	DEAKS	
DEAKS LANE		
Post town CUCKFIELD		
County/Region WEST SUSSEX		
Postcode	RH17 5JA	Country ENGLAND
DO	1 2 0 4 4 2	Nationality NA BRITISH
OC	CHARTERED ACCOUNTANT	
OD	SEE ATTACHED LIST	
I consent to act as director of the company named on page 1		
Signed	Date 18-1-93	

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	ROBERT		
	MAXTED		
AD	VANHURST		
	THORNCOMBE STREET		
	Post town	BRAMLEY	
	County/Region	SURREY	
	Postcode	GU15 0ND	Country
		ENGLAND	
DO	07	03	47
		Nationality	NA BRITISH
OC	COMPANY DIRECTOR		
OD	SEE ATTACHED LIST		
I consent to act as director of the company named on page 1			
Signed		Date	

Delete if the form
is signed by the
subscribers.

<i>Soulders</i>	
Signature of agent on behalf of all subscribers	Date 18-1-93

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	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

Notes

- 1 Show for an individual the full forenames NOT INITIALS and surname together with any previous forenames or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forenames or surname except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

In the case of a peer, or an individual usually known by a British title, you may state the title instead of or in addition to the forenames and surname and you need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

- 2 Directors known by another description:

A director includes any person who occupies that position even if called by a different name, for example, governor, member of council. It also includes a shadow director.

- 3 Directors details:

Show for each individual director their date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

- 4 Other directorships:

Give the name of every company of which the individual concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at all times during the past 5 years when the person was a director was:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return,
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper.

- 5 Use photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's name and number.

- 6 The address for companies registered in England and Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ

HUMPHREY JAMES MONTGOMERY PRICE

Directorships

Current	Company Name	Appointment	Title
	APH (BRACKNELL) LIMITED	25/10/1991	
	APH (MANOR ROAD) LIMITED	23/01/1992	
	ARLINGTON BUSINESS PARKS LIMITED	29/06/1992	
	ARLINGTON INDUSTRIAL ESTATES LIMITED	04/12/1986	
	ARLINGTON (KETTERING) LIMITED	19/09/1989	
	ARLINGTON PROPERTY DEVELOPMENTS LIMITED	31/08/1990	
	ARLINGTON PROPERTY HOLDINGS LIMITED	25/09/1991	
	ARLINGTON PROPERTY INVESTMENTS LIMITED	25/11/1983	
	ARLINGTON SECURITIES PLC	25/01/1983	Chief Executive
	BURWOOD HOUSE DEVELOPMENTS LIMITED	04/12/1989	DIRECTOR
	BURWOOD HOUSE DEVELOPMENTS (IRELAND) LIMITED	01/01/1988	
	BURWOOD HOUSE INVESTMENTS LIMITED	04/12/1989	DIRECTOR
	BINFORD LIMITED	04/12/1986	
	BLENKIN LIMITED	31/01/1990	
	THE BURWOOD HOUSE GROUP PLC	04/12/1989	
	C.G.M. SECURITIES LIMITED	29/12/1986	
	COMET PARK HATFIELD LIMITED	26/09/1991	A DIRECTOR
	Desktop Management Limited	04/12/1989	
	DEVELOPMENT CORPORATION (TRADING 1) LIMITED	29/11/1989	DIRECTOR
	DEVELOPMENT CORPORATION (TRADING 2) LIMITED	29/11/1989	Director
	Drumeda Investments Limited	31/01/1990	
	ARLINGTON FRANCE SA	18/10/1990	
	ARLINGTON ESPANA S.A.		
	FENFLICK LIMITED	31/01/1990	
	GATWICK BUSINESS PARK LIMITED	11/10/1989	
	GLENAYRF LIMITED	31/01/1990	
	GLOUCESTER BUSINESS PARK LIMITED	21/10/1988	
	GREYSTONES INVESTMENTS LIMITED	31/01/1990	
	HELMVALE BUILDING LIMITED	01/10/1984	
	JOSHUA TAYLOR & CO LIMITED	29/01/1988	CHAIRMAN
	LAZERCONIC LIMITED	01/10/1984	
	THE LEEDS PARTNERSHIP LIMITED	28/06/1990	A DIRECTOR
	MARLIN ESTATES LIMITED	16/11/1992	
	NEWCOMBE PROPERTIES LIMITED	06/11/1989	
	NORWICH RIVERSIDE LIMITED	12/01/1990	
	OXFORD BUSINESS PARK LIMITED	23/01/1992	
	PARDEV (CONSORT HOUSE) LIMITED	11/12/1992	
	PARDEV (WEST GEORGE STREET) LIMITED	11/12/1992	
	PARDEV LIMITED	13/05/1992	
	PARINV LIMITED	13/05/1992	
	PARINV (BRACKNELL) LIMITED	25/11/1992	
	PARINV (MAIDENHEAD) LIMITED	05/06/1992	
	PARINV NORTHERN LIMITED	19/07/1991	

HUMPHREY JAMES MONTGOMERY PRICE

Directorships (Continued)

Current	Company Name	Appointment	Title
	PARINV (QUEEDGELEY) LIMITED	20/10/1992	
	PARINV (SUNBURY) LIMITED	16/12/1992	
	ARLINGTON PENSION SCHEME TRUSTEES LIMITED	09/03/1990	
	PHILIP HILL & PARTNERS LIMITED	29/12/1986	
	PILLAR PROPERTY INVESTMENTS PLC	14/03/1991	
	PROBEIT LIMITED	06/11/1986	
	PORT SOLENT LIMITED	04/01/1991	chairman
	ARLINGTON WATERSIDE LIMITED	04/01/1991	chairman
	Widewiew Limited	31/01/1990	
	WATERSIDE LEISURE SERVICES LIMITED	03/09/1991	
	Arllington Estates Limited	17/08/1989	A Director
Past	Company Name	Appointment	Cessation Title
	ARLINGTON BUSINESS PARKS LIMITED	04/01/1988	01/01/1990
	ARLINGTON BUSINESS PARKS SERVICES LIMITED	18/12/1986	25/04/1991
	ARLINGTON (FARNBOROUGH) LIMITED	14/09/1989	30/04/1991
	ARLINGTON HENLEY DEVELOPMENTS LIMITED	13/03/1989	13/03/1989
	ARLINGTON INDUSTRIAL PARKS LIMITED	25/04/1989	01/01/1990
	ARLINGTON OFFICE DEVELOPMENTS LIMITED	04/12/1986	01/01/1990
	ARLINGTON PROPERTY MANAGEMENT LIMITED	23/08/1991	09/09/1991
	ARLINGTON RETAIL DEVELOPMENTS LIMITED	14/09/1987	21/03/1991
	Arrow Computer Systems Limited		
	Columbia Automation Limited		
	Data Dynamics Limited		
	LANGSTONE YACHTING PLC	11/11/1987	31/05/1991
	Overights Limited	01/07/1983	18/10/1988
	PROJECT MANAGEMENT INTERNATIONAL HOLDINGS LIMITED	30/04/1991	06/02/1992
	ARLINGTON WATERSIDE LIMITED	18/07/1983	25/04/1989
	Cashhold Limited	18/07/1989	14/08/1992
	F.B.P. MANAGEMENT LIMITED	22/12/1987	A Director

Robert David Maxted

Personal DetailsHome Address

YANHURST
THORNCOMBE STREET
BRAMLEY
SURREY GU15 0ND

Business Address

Telephone 0483 893328
Honours
Nationality BRITISH
Occupation COMPANY DIRECTOR
Date of Birth 07/03/1947

BusinessSalaryFormer NamesDate of Change

None

DirectorshipsCurrent Company NameAppointmentTitle

PARDEV (IPSWICH) LIMITED
PARDEV (IPSWICH RESTAURANT) LIMITED
PARDEV (CONSORT HOUSE) LIMITED
PARDEV (WEST GEORGE STREET) LIMITED
PARDEV LIMITED
PARINV LIMITED
PARINV (BRACKNELL) LIMITED
PARINV (MAYDENHEAD) LIMITED
PARINV NORTHERN LIMITED
PARINV (QUEDGELEY) LIMITED
PARINV (SUNBURY) LIMITED
PILLAR PROPERTY INVESTMENTS PLC

12/12/1991
12/12/1991
11/12/1992
11/12/1992
19/03/1991
19/03/1991
25/11/1992
05/06/1992
08/01/1992
20/10/1992
16/12/1992
14/03/1991

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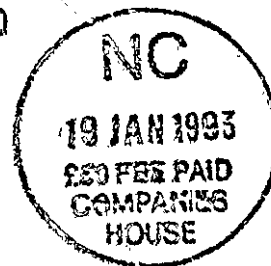
THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

PARDEV (MANCHESTER) LIMITED



1. The name of the Company is PARDEV (MANCHESTER) LIMITED.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-

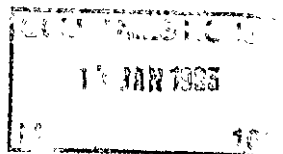
(A) to carry on all or any of the businesses of manufacturers, importers, exporters, wholesalers, retailers, buyers, sellers, distributors and shippers of, and dealers in any products, goods, wares, merchandise and produce of any kind, general merchants and traders, cash, discount, mail order and credit traders, manufacturers' agents and representatives, insurance consultants and brokers, estate agents and mortgage brokers, financial agents, consultants, managers and administrators, hire purchase and general financiers; to participate in, undertake, perform and carry on all types of commercial industrial, trading and financial operations and enterprises and all kinds of agency business; to carry on all or any of the businesses of marketing, business and management consultants, advertising agents, printers and publishers; railway, shipping and forwarding agents, storekeepers, warehouseman, haulage and transport contractors, garage proprietors, operator, hirers and letters on hire of, and dealers in motor or other vehicles, craft, plant, machinery, tools and equipment of all kinds.

(B) to carry on any other business or activity of any nature whatsoever which may seem to the Directors to be capable of being conveniently or advantageously carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view directly or indirectly to enhancing the value of or to rendering profitable or more profitable any of the Company's assets or utilising its skills, know-how or expertise.

(C) to subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof or interests therein, and to buy and sell foreign exchange.

(D) to draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments or securities.

(E) to purchase, or otherwise acquire for any estate or interest any property (real or personal) or assets or any concessions, licences, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind and to hold, develop and turn to account



118195

and deal with the same in such manner as may be thought fit and to make experiments and tests and to carry on all kinds of research work.

(F) to build, construct, alter, remove, replace, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control buildings, structures or facilities of all kinds, whether for the purposes of the Company or for sale, letting or hire to or in return for any consideration from any company, firm or person, and to contribute to or assist in or carry out any part of any such operation.

(G) to amalgamate or enter into partnership or any joint venture or profit/loss-sharing arrangement or other association with any company, firm, person or body.

(H) to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm, person or body carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

(I) to promote, or join in the promotion of, any company, whether or not having objects similar to those of the Company.

(J) to borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by the creation and issued of debentures, debenture stock or other securities of any description.

(K) to advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security.

(L) to guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, for the performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business.

(M) to issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.

(N) to sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for shares or other securities, whether fully or partly paid up.

(O) to procure the registration, recognition or incorporation of the Company in or under the laws of any territory outside England.

(P) to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely directly or indirectly to further the interests of the Company or of its members.

(Q) to establish and maintain or contribute to any pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any individuals who are or were at any time in the employment or service of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company or any of the predecessors of the Company or any other such company as aforesaid, or who are or were at any time directors or officers of the Company or of any such other company, and the wives, widows, families and dependants of any such individuals; to establish and subsidise or subscribe to any institutions, or associations, clubs or funds which may be considered likely to benefit any such persons or to further the interests of the company or of any such other company; and to make payments for or towards the insurance of of such persons.

(R) to establish and maintain, and to contribute to, any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees or former employees, or those of its subsidiary or holding company or subsidiary of its holding company, or by or for the benefit of such other persons as may for the time being be permitted by law, or any scheme for sharing profits with its employees or those of its subsidiary and/or associated companies and (so far as for the time being permitted by law) to lend money to employees of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company with a view to enabling them to acquire shares in the Company or its holding company.

(S) to distribute among members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any of the property or assets of the Company, or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any incident authorised and consent required by law.

(T) to do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, subsidiary companies or otherwise, and either alone or in conjunction with others.

(U) to do all such other things as may be considered to be incidental or conducive to any of the above objects.

And it is hereby declared that the objects of the company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

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.

WE, the person whose name, address and description is subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we agree to take the number of shares in the capital of the Company set opposite our name.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER	Number of Shares taken by Subscriber
EVELYN MARIA MEENAGHAN Company Secretary 48 Cedars Avenue London E17 7QN	ONE

E. Meenaghan

DATED this 18th day of January 1993.

WITNESS to the above Signatures:

K J AMBROSE
 Legal Secretary
 22 Tudor Street
 London
 EC4Y 0JJ

K J Ambrose

THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

PARDEV (MANCHESTER) LIMITED

PRELIMINARY

1. The regulations contained in table A in the Companies (Tables A to F) Regulations 1985 (as amended so as to affect companies first registered on the date of incorporation of the Company) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these articles, apply to the Company to the exclusion of all other regulations or Articles of Association. References herein to regulations are to regulations in the said Table A unless otherwise stated.

SHARE CAPITAL

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

3. (A) Subject to Section 80 of the Companies Act 1985, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper and Section 89(1) of the Companies Act 1985 shall not apply.

(B) (i) Pursuant to and in accordance with Section 80 of the Companies Act 1985 the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of incorporation of the Company all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £100;

(ii) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period;

(iii) words and expressions defined in or for the purposes of the said Section 80 shall bear the same meanings in this Article.

TRANSFER OF SHARES

4. The Directors shall have the right in their absolute discretion and without assigning any reason therefor to refuse to register a transfer of shares. Regulation 24 shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

5. Regulation 40 of Table A shall be read and construed as if the words "one person" were substituted for the words "two persons" and the word "each" shall be omitted.
6. Regulation 46 of Table A shall be read and construed as if the words "any member" were substituted for the words "at least two members" in paragraph (b) thereof.
7. In the case of a corporation a resolution in writing may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 53 shall be extended accordingly.
8. An instrument appointing a proxy (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the Secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. Regulation 62 shall not apply.

NUMBER OF DIRECTORS

9. Subject as hereinafter provided the Directors shall not be less than one in number. Regulation 64 shall be modified accordingly.

DELEGATION OF DIRECTORS' POWERS

10. In addition to the powers to delegate contained in Regulation 72, the Directors may delegate any of their powers to any committee consisting of one or more Directors and any one or more co-opted persons. The Directors may authorise the co-option to a committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee but so that (i) the number of co-opted members shall be less than one-half of the total number of members of the committee and (ii) no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are Directors. Regulation 72 shall be modified accordingly.

APPOINTMENT AND RETIREMENT OF DIRECTORS

11. The Directors shall not be subject to retirement by rotation and references thereto in regulations 73 to 80 shall be disregarded.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

12. The office of a Director shall be vacated in any of the events specified in regulation 81 and also if he shall in writing offer to resign

and the Directors shall resolve to accept such offer or if he shall have served upon him a notice in writing signed by all his co-Directors (being a least two in number) removing him from office as Director, but so that in the case of a Managing Director such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.

REMUNERATION OF DIRECTORS

13. Any Director who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine. Regulation 82 shall be extended accordingly.

PROCEEDINGS OF DIRECTORS

14. Regulation 89 of Table A shall be read and construed as if the word "one" was substituted for the word "two".

15. On any matter in which a Director is in any way interested he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof. Regulations 94 to 98 shall not apply.

INSURANCE

16. Without prejudice to the provisions of paragraph 14 below, the Directors shall have the power to purchase and maintain insurance for or for the benefit of any person who is or was at any time a Director, Auditor, Secretary, other officer or employee of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has an interest, whether direct or indirect, or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of or any other body, whether or not incorporated ("body"), owned by or in which an interest is owned by the company or any such other company, or for the benefit of any other person or persons if the Directors consider it necessary or desirable, including (without prejudice to the generosity of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or the exercise or purported exercise of their powers and/or otherwise in relation to or in connection with their duties, powers or offices in relation to the Company or any other such company, subsidiary undertaking or body or otherwise as considered by the Directors to be necessary or desirable.

INDEMNITY

17. Subject to the provisions of and so far as may be permitted by law, every Director, Auditor, Secretary or other officer of the company shall be entitled to be indemnified by 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 including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court. Regulation 118 shall not apply.

OVERRIDING PROVISIONS

18. Whenever Pillar Property Investments PLC (hereinafter called "the Parent Company"), or any subsidiary of the Parent Company, shall be the holder of not less than 90 per cent of the issued Ordinary Shares the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these Articles:-

18.1 the Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but so that in the case of a Managing Director his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company;

18.2 no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company;

18.3 any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBERS

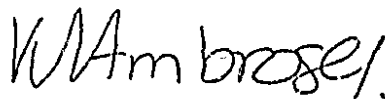
EVELYN MARIA MEENAGHAN
Company Secretary
48 Cedars Avenue
London E17 7QN



DATED this 18th day of January 1993.

WITNESS to the above Signatures:

K J AMBROSE
Legal Secretary
22 Tudor Street
London
EC4Y 0JJ



FILE COPY



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

No. 2783384

I hereby certify that

PARDEV (MANCHESTER) 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 JANUARY 1993

M. Rose
M. ROSE

an authorised officer