

**G**

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 letteringTo the Registrar of Companies  
(Address overleaf)

For official use

For official use

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--

Name of company

\* CAPILL LIMITED

\* insert full  
name of Company

ANGELA JEAN McCOLLUM

of 3 FALMER COURT LONDON ROAD UCKFIELD EAST SUSSEX

† 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 CROWBOROUGH  
EAST SUSSEX

Declarant to sign below

the 1<sup>st</sup> day of September

One thousand nine hundred and 93

before me *S. M. M. S.**AJ. McCollum*

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

Presentor's name address and  
reference (if any):ASHLEY TAYLORS  
DX39062  
UCKFIELD

For official Use

New Companies Section

Post room



COMPANIES HOUSE

10

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

This form should be completed in black.

Company name (in full)

CN

For official use

CAPILL LIMITED

Registered office of the company on  
incorporation.

RO

3 FALMER COURT

LONDON ROAD

Post town

UCKFIELD

County/Region

EAST SUSSEX

Postcode

TN22 1HX

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

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?

ASHLEY TAYLORS

DX 39062 - UCKFIELD

Postcode

Telephone

0825 766767

Extension

23

**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.

**CS**

MRS

MARGARET MARY

WATKINS

**AD**

3 FALMER COURT

LONDON ROAD

Post town UCKFIELD

County/Region EAST SUSSEX

Postcode TN22 1HX Country ENGLAND

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

Signed

*M. M. Watkins*

Date

31-8-93

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.

**CD**

MISS

ANGELA JEAN

McCOLLUM

**AD**

3 FALMER COURT

LONDON ROAD

Post town UCKFIELD

County/Region EAST SUSSEX

Postcode TN22 1HX Country ENGLAND

**DO** 013 012 613Nationality **NA** BRITISH**OC**

SECRETARY

**OD**

NONE

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

Signed

*A. J. McCollum*

Date

31-8-93

Consent signature

\* Voluntary details

**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.

Post town

County/Region

Postcode

Country

Date of birth

**DD**

Nationality

**NA**

Business occupation

**OC**

Other directorships

**OD**

\* Voluntary details

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

**Consent signature**

Signed

Date

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

M. de Mollat

Date

31-8-93

Signed

AD. Mollat

Date

31-8-93

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.

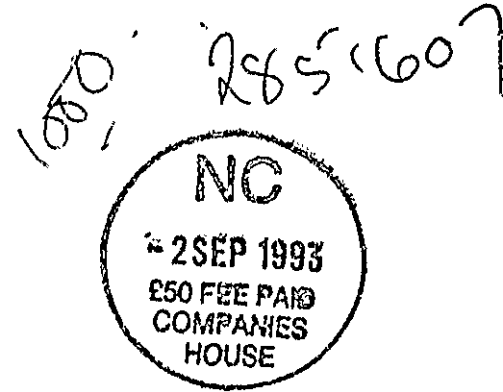
- 5 Use photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's name.

- 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



**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION OF CAPILL LIMITED**

1. The name of the Company is CAPILL LIMITED
2. The Registered Office of the Company will be situate in England.
3. (a) The objects for which the Company is established are to carry on business as a general commercial company.

151892

(b) To carry on any other business or trade which in the opinion of the Directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(c) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, whether tangible or intangible and wheresoever situate, which the Company may think necessary or convenient for the purposes of its business and to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof to the advantage of the Company.

(d) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or Company in doing any of the things aforesaid.

(e) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stocks and to secure the repayment of any money borrowed, raised or owing 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, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or Company of any obligation undertaken by the Company or any other person, firm or Company as the case may be.

(f) To apply for and take out, purchase or otherwise acquire any patents, licences and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights or information so acquired.

(g) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, bonds or securities of any other Company or corporation carrying on business in any part of the world.

(h) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any Company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(i) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.

(j) To lend money or give credit on such terms as may be considered expedient and receive money on deposit or loan from and give guarantees or become security for any persons, firms or companies.

(k) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or Company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(l) To acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or Company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(m) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other Company formed or to be formed.

(n) To establish, promote, finance or otherwise assist any other Company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(o) To pay for any rights or property acquired by the Company, and to remunerate any person, firm or Company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any Company formed or promoted by the Company.

(p) To accept stock or shares in, or the debentures, mortgage debentures or other securities of any other Company in payment or part payment for any services rendered or for any sale made to or debt owing from any such Company.

(q) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

(r) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the directors, ex-directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid their families, dependants or connections and to subscribe or contribute to any charitable, benevolent or useful object of a public character.

(s) 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, and for such purpose to distinguish and separate capital from profits, 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.

(t) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

(u) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

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

4. The liability of the members is limited.

5. The Share Capital of the Company is one thousand pounds divided into one thousand Ordinary Shares of one pound each.

WE, the several persons whose names and addresses are subscribed, and 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

ANGELA JEAN McCOLLUM  
3 Falmer Court  
London Road  
Uckfield  
East Sussex

ONE

*Angela McCollum*

Secretary

MARGARET MARY WATKINS  
3 Falmer Court  
London Road  
Uckfield  
East Sussex

ONE

*M. M. Watkins*

Secretary

Dated 31 August 1993

Witness to the above signatures

Maureen A. Biddle  
3 Falmer Court  
London Road  
Uckfield  
East Sussex

*M. A. Biddle*

Secretary

## **THE COMPANIES ACT 1985**

### **COMPANY LIMITED BY SHARES**

#### **ARTICLES OF ASSOCIATION OF CAPILL LIMITED**

##### **PRELIMINARY**

1. Subject as hereinafter provided, the regulations contained in Table A as prescribed pursuant to Section 8 of the Companies Act 1985 and as in force at the date of incorporation of the Company (hereinafter called "Table A") shall apply to the Company.

2. Regulations 8, 24, 64, 73 - 76 incl. 79, 80, 94, 95, 96 and 101 of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter contained, shall constitute the regulations of the Company. Unless the context otherwise requires words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force at the date of incorporation of the Company.

## SHARES

3. The Company is a private Company limited by shares and accordingly,

(a) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company and

(b) any allotment of, or agreement to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public are prohibited.

4. The Directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit subject to the provisions of Article 3 hereof and provided that no shares shall be issued at a discount.

5. Section 89(1) of the Act shall not apply to the allotment by the Company of equity securities.

## LIEN

6. The Company shall have a first and paramount lien on every share for all monies (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 or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all monies presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; 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.

## TRANSFER AND TRANSMISSION

7. Save in the circumstances set out in the next succeeding Article 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. Subject as hereinafter provided

(a) any share may be transferred to a person who is already a member of the Company;

(b) any share may be transferred by a member of the Company to any child or remoter issue, parent, brother, sister, or spouse of that member, and any share of a deceased member may be transferred by his personal representatives to any child or remoter issue, parent, brother, sister, widow or widower of such deceased member or his personal representatives may be transferred to the trustees of his will; and

(c) any share standing in the names of the trustees of the will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such will or settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

Provided always that nothing in this Article contained shall prevent the Directors from declining to register a transfer of a share (i) on which the Company has a lien or (ii) to any infant, bankrupt or person of unsound mind.

## GENERAL MEETING

9. 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 of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the Company Secretary for the time being of the Company.

## DIRECTORS

10. Unless and until the Company in general meeting shall otherwise determine, the number of Directors shall be not less than one nor more than seven. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors. A Director shall not require any share qualification.

11. The first Director or Directors of the Company shall be the person or persons named as the first Director or Directors of the Company in the statement delivered under Section 10(2) of the Act.

## PROCEEDINGS OF DIRECTORS

12. A Director may vote in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating the quorum present at any meeting at which any such contract or arrangement is considered.

## SECRETARY

13. The first secretary of the Company shall be the person named as the first secretary of the Company in the statement delivered under Section 10(2) of the Act.

## COMMON SEAL

14. The Company shall not require any document to be sealed by a Common Seal and accordingly Article 101 shall not apply and Article 6 shall be modified such that Share Certificates shall not require to be impressed with the Common Seal. A document executed by a Director and Secretary or by two Directors and expressed to be executed by the Company shall be a valid execution of the document as if it were executed under Seal.

## INDEMNITY

15. In addition to the indemnity contained in regulation 118 of Table A and subject to the provisions of Section 310 of the Act every Director, managing Director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

-----  
Names Addresses and Descriptions of Subscribers  
-----

ANGELA JEAN McCOLLUM  
3 Falmer Court  
London Road  
Uckfield  
East Sussex

*AJ. McCollum*

Secretary

MARGARET MARY WATKINS  
3 Falmer Court  
London Road  
Uckfield  
East Sussex

*M. M. Watkins*

Secretary

-----  
Dated 31 August 1993

Witness to the above signature

Maureen A. Biddle  
3 Falmer Court  
London Road  
Uckfield  
East Sussex

*M. A. Biddle*

Secretary

**FILE COPY**



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

No. 2851607

I hereby certify that

**CAPILL 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 8 SEPTEMBER 1993

  
P. DEVAN

an authorised officer



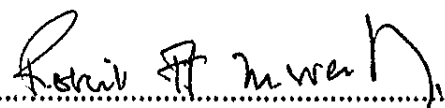
CAPILL LIMITED

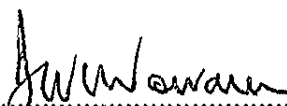
**WRITTEN RESOLUTION** of the Shareholders pursuant to the Articles of Association of the Company and to Regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended and in force at the date of incorporation of the Company).

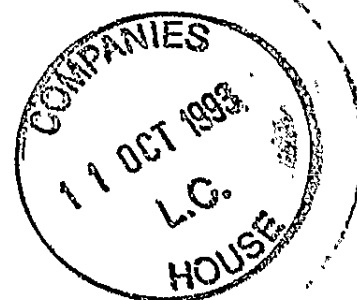
WE, PPP BEAUMONT PLC and PRIPLAN INVESTMENTS LIMITED, being all the members for the time being of Capill limited, **HEREBY RESOLVE** as follows:-

"That the name of the Company be changed to PPP Beaumont Properties Limited."

Dated 8th October 1993

  
.....  
Signed by **ROBERT HENRY MCNEILLY**  
for and on behalf of PPP Beaumont Plc

  
.....  
Signed by **DAVID WINTON WATT TORRANCE**  
for and on behalf of Priplan Investments Limited



BB102232  
of Winton Watt  
SAME DAY

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2851607

The Registrar of Companies for England and Wales hereby certifies that  
CAPILL LIMITED

having by special resolution changed its name, is now incorporated  
under the name of

PPP Beaumont Properties Limited

Given at Companies House, London, the 11th October 1993

*L. Mills.*

MRS L. MILLS

For The Registrar Of Companies



COMPANIES HOUSE



2051607

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF ~~KEYSEAM LIMITED~~ PPP Beaumont Properties (Edgbaston) Limited

1. The name of the Company is ~~KEYSEAM LIMITED~~ PPP Beaumont Properties (Edgbaston) Limited
2. The Registered Office of the Company will be situate in England.
3. (a) The objects for which the Company is established are to carry on business as a general commercial company.



(b) To carry on any other business or trade which in the opinion of the Directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(c) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, whether tangible or intangible and wheresoever situate, which the Company may think necessary or convenient for the purposes of its business and to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof to the advantage of the Company.

(d) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or Company in doing any of the things aforesaid.

(e) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stocks and to secure the repayment of any money borrowed, raised or owing 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, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or Company of any obligation undertaken by the Company or any other person, firm or Company as the case may be.

(f) To apply for and take out, purchase or otherwise acquire any patents, licences and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights or information so acquired.

(g) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, bonds or securities of any other Company or corporation carrying on business in any part of the world.

(h) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any Company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

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(j) To lend money or give credit on such terms as may be considered expedient and receive money on deposit or loan from and give guarantees or become security for any persons, firms or companies.

(k) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or Company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(l) To acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or Company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

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(n) To establish, promote, finance or otherwise assist any other Company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(o) To pay for any rights or property acquired by the Company, and to remunerate any person, firm or Company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any Company formed or promoted by the Company.

(p) To accept stock or shares in, or the debentures, mortgage debentures or other securities of any other Company in payment or part payment for any services rendered or for any sale made to or debt owing from any such Company.

(q) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

(r) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the directors, ex-directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid their families, dependants or connections and to subscribe or contribute to any charitable, benevolent or useful object of a public character.

(s) 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, and for such purpose to distinguish and separate capital from profits, 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.

(t) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

(u) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

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

4. The liability of the members is limited.

5. The Share Capital of the Company is one thousand pounds divided into one thousand Ordinary Shares of one pound each.

WE, the several persons whose names and addresses are subscribed, and 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

ANGELA JEAN McCOLLUM  
3 Falmer Court  
London Road  
Uckfield  
East Sussex

ONE

*Ang. McCollum*

Secretary

MARGARET MARY WATKINS  
3 Falmer Court  
London Road  
Uckfield  
East Sussex

ONE

*M. M. Watkins*

Secretary

Dated 16 July 1993

Witness to the above signatures

Maureen A. Biddle  
3 Falmer Court  
London Road  
Uckfield  
East Sussex

*M. A. Biddle*

Secretary

# THE COMPANIES ACT 1985

## COMPANY LIMITED BY SHARES

### ARTICLES OF ASSOCIATION OF ~~TEY SHAN LIMITED~~ PPP Beaumont Properties (Edgbaston) Limited

#### PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Table A as prescribed pursuant to Section 8 of the Companies Act 1985 and as in force at the date of incorporation of the Company (hereinafter called "Table A") shall apply to the Company.
2. Regulations 8, 24, 64, 73 - 76 incl. 79, 80, 94, 95, 96 and 101 of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter contained shall constitute the regulations of the Company. Unless the context otherwise requires words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force at the date of incorporation of the Company.

## SHARES

3. The Company is a private Company limited by shares and accordingly,

(a) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company and

(b) any allotment of, or agreement to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public are prohibited.

4. The Directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit subject to the provisions of Article 3 hereof and provided that no shares shall be issued at a discount.

5. Section 89(1) of the Act shall not apply to the allotment by the Company of equity securities.

## LIEN

6. The Company shall have a first and paramount lien on every share for all monies (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 or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all monies presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; 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.

## TRANSFER AND TRANSMISSION

7. Save in the circumstances set out in the next succeeding Article 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. Subject as hereinafter provided

(a) any share may be transferred to a person who is already a member of the Company;

(b) any share may be transferred by a member of the Company to any child or remoter issue, parent, brother, sister, or spouse of that member, and any share of a deceased member may be transferred by his personal representatives to any child or remoter issue, parent, brother, sister, widow or widower of such deceased member or his personal representatives may be transferred to the trustees of his will; and

(c) any share standing in the names of the trustees of the will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such will or settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

Provided always that nothing in this Article contained shall prevent the Directors from declining to register a transfer of a share (i) on which the Company has a lien or (ii) to any infant, bankrupt or person of unsound mind.

## GENERAL MEETING

9. 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 of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the Company Secretary for the time being of the Company.

## DIRECTORS

10. Unless and until the Company in general meeting shall otherwise determine, the number of Directors shall be not less than one nor more than seven. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors. A Director shall not require any share qualification.

11. The first Director or Directors of the Company shall be the person or persons named as the first Director or Directors of the Company in the statement delivered under Section 10(2) of the Act.

## PROCEEDINGS OF DIRECTORS

12. A Director may vote in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating the quorum present at any meeting at which any such contract or arrangement is considered.

## SECRETARY

13. The first secretary of the Company shall be the person named as the first secretary of the Company in the statement delivered under Section 10(2) of the Act.

## COMMON SEAL

14. The Company shall not require any document to be sealed by a Common Seal and accordingly Article 101 shall not apply and Article 6 shall be modified such that Share Certificates shall not require to be impressed with the Common Seal. A document executed by a Director and Secretary or by two Directors and expressed to be executed by the Company shall be a valid execution of the document as if it were executed under Seal.

## INDEMNITY

15. In addition to the indemnity contained in regulation 118 of Table A and subject to the provisions of Section 310 of the Act every Director, managing Director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

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Names Addresses and Descriptions of Subscribers  
-----

ANGELA JEAN McCOLLUM  
3 Falmer Court  
London Road  
Uckfield  
East Sussex

*AJ. McCollum*

Secretary

MARGARET MARY WATKINS  
3 Falmer Court  
London Road  
Uckfield  
East Sussex

*M. M. Watkins*

Secretary

-----  
Dated 16 July 1993

Witness to the above signature

Maureen A. Biddle  
3 Falmer Court  
London Road  
Uckfield  
East Sussex

*M. A. Biddle*

Secretary



2851607.

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION OF ~~CAPITAL LIMITED~~ PPP Beaumont Properties Limited**

1. The name of the Company is ~~XXXXXXXXXXXX~~ PPP Beaumont Properties Limited
2. The Registered Office of the Company will be situate in England.
3. (a) The objects for which the Company is established are to carry on business as a general commercial company.



(b) To carry on any other business or trade which in the opinion of the Directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(c) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, whether tangible or intangible and wheresoever situate, which the Company may think necessary or convenient for the purposes of its business and to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof to the advantage of the Company.

(d) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or Company in doing any of the things aforesaid.

(e) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stocks and to secure the repayment of any money borrowed, raised or owing 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, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or Company of any obligation undertaken by the Company or any other person, firm or Company as the case may be.

(f) To apply for and take out, purchase or otherwise acquire any patents, licences and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights or information so acquired.

(g) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, bonds or securities of any other Company or corporation carrying on business in any part of the world.

(h) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any Company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(i) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.

(j) To lend money or give credit on such terms as may be considered expedient and receive money on deposit or loan from and give guarantees or become security for any persons, firms or companies.

(k) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or Company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(l) To acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or Company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(m) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other Company formed or to be formed.

(n) To establish, promote, finance or otherwise assist any other Company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(o) To pay for any rights or property acquired by the Company, and to remunerate any person, firm or Company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any Company formed or promoted by the Company.

(p) To accept stock or shares in, or the debentures, mortgage debentures or other securities of any other Company in payment or part payment for any services rendered or for any sale made to or debt owing from any such Company.

(q) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

(r) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the directors, ex-directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid their families, dependants or connections and to subscribe or contribute to any charitable, benevolent or useful object of a public character.

(s) 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, and for such purpose to distinguish and separate capital from profits, 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.

(t) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

(u) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

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

4. The liability of the members is limited.

5. The Share Capital of the Company is one thousand pounds divided into one thousand Ordinary Shares of one pound each.

WE, the several persons whose names and addresses are subscribed, and 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

ANGELA JEAN McCOLLUM  
3 Falmer Court  
London Road  
Uckfield  
East Sussex

ONE

*AJ. McCollum*

Secretary

MARGARET MARY WATKINS  
3 Falmer Court  
London Road  
Uckfield  
East Sussex

ONE

*M. M. Watkins*

Secretary

Dated 31 August 1993

Witness to the above signatures

Maureen A. Biddle  
3 Falmer Court  
London Road  
Uckfield  
East Sussex

*M. A. Biddle*

Secretary

# THE COMPANIES ACT 1985

## COMPANY LIMITED BY SHARES

PPP Beaumont Properties Limited

## ARTICLES OF ASSOCIATION OF ~~CARLTON LIMITED~~

### PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Table A as prescribed pursuant to Section 8 of the Companies Act 1985 and as in force at the date of incorporation of the Company (hereinafter called "Table A") shall apply to the Company.

2. Regulations 8, 24, 64, 73 - 76 incl. 79, 80, 94, 95, 96 and 101 of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter contained, shall constitute the regulations of the Company. Unless the context otherwise requires words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force at the date of incorporation of the Company.

## SHARES

3. The Company is a private Company limited by shares and accordingly,

(a) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company and

(b) any allotment of, or agreement to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public are prohibited.

4. The Directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit subject to the provisions of Article 3 hereof and provided that no shares shall be issued at a discount.

5. Section 89(1) of the Act shall not apply to the allotment by the Company of equity securities.

## LIEN

6. The Company shall have a first and paramount lien on every share for all monies (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 or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all monies presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; 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.

## TRANSFER AND TRANSMISSION

7. Save in the circumstances set out in the next succeeding Article 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. Subject as hereinafter provided

(a) any share may be transferred to a person who is already a member of the Company;

(b) any share may be transferred by a member of the Company to any child or remoter issue, parent, brother, sister, or spouse of that member, and any share of a deceased member may be transferred by his personal representatives to any child or remoter issue, parent, brother, sister, widow or widower of such deceased member or his personal representatives may be transferred to the trustees of his will; and

(c) any share standing in the names of the trustees of the will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such will or settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

Provided always that nothing in this Article contained shall prevent the Directors from declining to register a transfer of a share (i) on which the Company has a lien or (ii) to any infant, bankrupt or person of unsound mind.

## GENERAL MEETING

9. 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 of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the Company Secretary for the time being of the Company.

## DIRECTORS

10. Unless and until the Company in general meeting shall otherwise determine, the number of Directors shall be not less than one nor more than seven. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors. A Director shall not require any share qualification.

11. The first Director or Directors of the Company shall be the person or persons named as the first Director or Directors of the Company in the statement delivered under Section 10(2) of the Act.

## PROCEEDINGS OF DIRECTORS

12. A Director may vote in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating the quorum present at any meeting at which any such contract or arrangement is considered.

## SECRETARY

13. The first secretary of the Company shall be the person named as the first secretary of the Company in the statement delivered under Section 10(2) of the Act.

## COMMON SEAL

14. The Company shall not require any document to be sealed by a Common Seal and accordingly Article 101 shall not apply and Article 6 shall be modified such that Share Certificates shall not require to be impressed with the Common Seal. A document executed by a Director and Secretary or by two Directors and expressed to be executed by the Company shall be a valid execution of the document as if it were executed under Seal.

## INDEMNITY

15. In addition to the indemnity contained in regulation 118 of Table A and subject to the provisions of Section 310 of the Act every Director, managing Director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

-----  
Names Addresses and Descriptions of Subscribers  
-----

ANGELA JEAN McCOLLUM  
3 Falmer Court  
London Road  
Uckfield  
East Sussex

*AJ. McCollum*

Secretary

MARGARET MARY WATKINS  
3 Falmer Court  
London Road  
Uckfield  
East Sussex

*M. M. Watkins*

Secretary

-----  
Dated 31 August 1993

Witness to the above signature

Maureen A. Biddle  
3 Falmer Court  
London Road  
Uckfield  
East Sussex

*M. A. Biddle*

Secretary



# G

COMPANIES FORM No. 224

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

# 224

Please do not  
write in  
this margin

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

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

To the Registrar of Companies  
(Address overleaf)

Company number

2351607

Name of company

\* PPP BEAUMONT PROPERTIES LIMITED

\* insert full name  
of company

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

### Important

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

Day Month

3 1 1 2

5 April  
Day Month

0 5 0 4

30 June  
Day Month

3 0 0 6

31 December  
Day Month

3 1 1 2

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

Signed

*J. W. L. L. L. L. L.*

Designation†

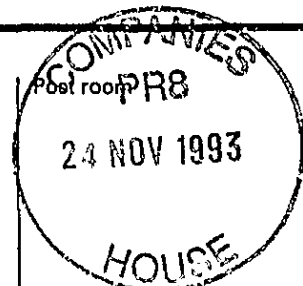
Director

Date

23 NOV 93

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

For official use  
D.E.B.



Company No 2851607

**THE COMPANIES ACT 1985**

**PRIVATE COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTIONS OF**

**OF**

**PPP BEAUMONT PROPERTIES LIMITED**

**PASSED AS WRITTEN RESOLUTIONS**

IT WAS RESOLVED:

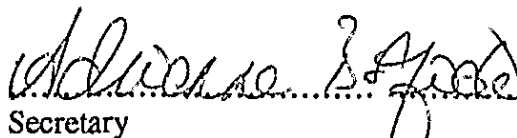
1 Adoption of new Articles of Association

THAT the regulations contained in the printed document attached hereto marked "A" be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

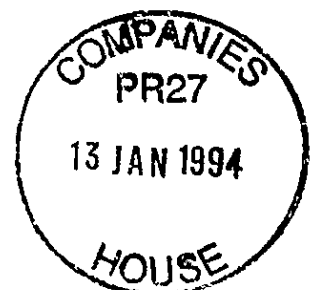
2 Amendment of Objects Clause

THAT Clause 3 of the Company's Memorandum of Association be deleted and replaced by Clause 3 of the altered Memorandum of Association attached hereto marked "B".

Certified a true copy.

  
Secretary

21 DECEMBER 1993  
Dated



285 1601  
"A"

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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NEW

ARTICLES OF ASSOCIATION

OF

PPP BEAUMONT PROPERTIES LIMITED

REGULATIONS OF THE COMPANY

1. The articles comprise these Articles and, save insofar as it is modified by these Articles, Table A (which expression means that Table as prescribed by regulations made pursuant to the Companies Act 1985 and in force at the date of adoption of these Articles.)

2. Regulations 8, 24, 53, 54, 60-62 (inclusive), 65-69 (inclusive), 73-80 (inclusive), 87, 89, 90, 93, 100 and 118 in Table A do not apply to the company.

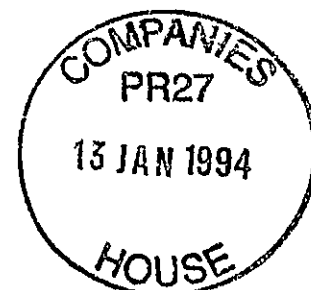
3. In these Articles PPP shall mean Private Patients Plan Limited, a company registered in England under number 363254.

SHARE CAPITAL

4. The share capital of the company at the date of the adoption of these Articles is £1,000 divided into 1,000 Ordinary Shares of £1 each ranking pari passu in all respects.

5. (1) Subject to paragraph (4) of this Article the directors shall not without the authority of the company in general meeting allot any of the shares in the capital of the company.

(2) Where authority has been given to the directors as referred to in paragraph (1) of this Article to allot shares the directors may subject to the terms of such authority and subject to any terms on which any shares are created or issued allot such shares to such persons (including any directors) at such times and generally on such conditions as they think proper provided that no shares shall be issued at a discount contrary to the Act.



(3) In the foregoing paragraphs of this Article references to allotment of shares shall include references to the grant of any right to subscribe for, or to convert any security into, shares.

(4) Where authority has been given to the directors as referred to in this Article to grant a right to subscribe for, or to convert any security into, shares the directors may without further authority allot such shares as may require to be allotted pursuant to the exercise of such right.

(5) Section 89(1) of the Act is hereby excluded.

#### VARIATION OF RIGHTS

6. The rights attached to any existing shares shall not (unless otherwise expressly provided by the terms of issue of such shares) be deemed to be varied by the creation or issue of further shares ranking pari passu therewith or subsequent thereto.

#### SHARE CERTIFICATES

7. In Regulation 6 in Table A there shall be inserted after the word "seal" the following words, namely: "or the official seal of the company".

#### LIEN

8. The company shall have a first and paramount lien on all the shares registered in the name of any member (whether solely or jointly with others) for all moneys due to the company from him or his estate, whether solely or jointly with any other person (whether a member or not) and whether such moneys are presently payable or not. The company's lien on a share shall extend to all dividends or other moneys payable thereon or in respect thereof. The directors may at any time resolve that any share shall be exempt, wholly or partly, from the provisions of this Article.

#### CALLS ON SHARES

9. The directors may accept from any member the whole or any part of the amount remaining unpaid on any share held by him notwithstanding that no part of that amount has been called up.

#### TRANSFER OF SHARES

10. The directors may, in their absolute discretion and without assigning any reason therefor, refuse to register the transfer of a share whether or not it is fully paid.

#### TRANSMISSION OF SHARES

11. There shall be inserted at the end of Regulation 31 in Table A the following proviso, namely: "provided always that the directors may at any time give notice requiring any such person to elect

either to become or to have another person registered as the holder of the share and if the requirements of the notice are not complied with within ninety days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with".

#### PROCEEDINGS AT GENERAL MEETINGS

12. In Regulation 41 in Table A there shall be inserted after the words "the directors may determine" the following words, namely: "and if at the adjourned meeting such a quorum is not present within half an hour from the time appointed for the meeting, one member present in person or by proxy or (being a corporation) by its duly authorised representative shall be a quorum".

13. A poll may be demanded by any member present in person or by proxy or (being a corporation) by its duly authorised representative. Regulation 46 in Table A shall be construed accordingly.

14. A resolution in writing of all the members who would have been entitled to vote upon it if it had been proposed at a general meeting at which they were present shall be as effectual as if it had been passed at a general meeting duly convened and held either

- (a) if it consists of an instrument executed by or on behalf of each such member; or
- (b) if it consists of several instruments in the like form each either
  - (i) executed by or on behalf of one or more of such members; or
  - (ii) sent by or on behalf of one or more of such members by telex or facsimile transmission and deposited or received at the office or received by the secretary.

#### VOTES OF MEMBERS

15. Subject to any rights or restrictions as to voting attached to any shares by the terms on which they were issued or by or in accordance with the articles or otherwise, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by its duly authorised representative not being himself a member entitled to vote, shall have one vote, and on a poll every member who is present in person or by proxy or (being a corporation) is present by its duly authorised representative shall have one vote for every share of which he is the holder.

16. The instrument appointing a proxy shall be in writing in any usual or common form and shall (except in the case of an appointment by telex or a facsimile transmission of an appointment otherwise complying with the requirements of this Article) be executed by the appointor or his attorney duly authorised in writing or in such other

- 1 -

form as the directors may approve. A proxy need not be a member of the company.

17. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is executed, or a notarially certified copy of such power or authority, shall be deposited or received at the office (or at such other place in the United Kingdom as is specified for that purpose in any instrument of proxy sent by the company in relation to the meeting) not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or handed to the chairman of the meeting or adjourned meeting, and, in default, the instrument of proxy shall be invalid.

#### DELEGATION OF DIRECTORS' POWERS

18. In Regulation 72 in Table A the following words shall be added:

- (a) at the end of the first sentence, namely: "and may also appoint to any such committee persons who are not directors provided that the chairman and a majority of such committee shall be directors"; and
- (b) following the final sentence, namely: "Any appointment of a director to a committee shall automatically terminate if he ceases to be a director".

#### RETIREMENT, APPOINTMENT AND REMOVAL OF DIRECTORS

19. PPP shall have power from time to time and at any time to appoint any person or persons as a director or directors and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument which shall be in writing and shall be executed or sent by telex or facsimile transmission by PPP or by its duly authorised attorney or in such other manner as the directors may approve, and shall take effect upon such appointment or removal being deposited or received at the office or received by the secretary or otherwise communicated to the company at the office or being handed or otherwise communicated to the chairman of a meeting of the directors at which a quorum is present.

20. Any appointment as a director of someone who is not in the full time employment of the company, or a subsidiary of the company, or PPP or another of PPP's subsidiaries shall be subject to the condition, whether or not expressed as a term of the appointment, that the appointment shall cease automatically at the end of the third annual general meeting of the company following the appointment.

#### DISQUALIFICATION AND REMOVAL OF DIRECTORS

21. In Regulation 81 in Table A

- (a) there shall be inserted after the word "company" in paragraph (d) the following words, namely: ", provided that such action shall

be without prejudice to the terms of and to any rights of the company under any contract between the director and the company"; and

(b) paragraph (e) shall be deleted.

22. No person is capable of being appointed a director if at the time of his appointment he has attained the age of 70. A director shall vacate his office at the conclusion of the annual general meeting commencing next after he attains the age of 70, but acts done by a person as a director are valid notwithstanding that it is afterwards discovered that his appointment had terminated under this sub-section.

23. The office of a director shall automatically be vacated if, being a director of PPP, he ceases to be a director of PPP.

#### REMUNERATION OF DIRECTORS

24. The following sentence shall be added at the end of Regulation 82 in Table A, namely: "Any director who serves on any committee, or who devotes special attention to the business of the company, or who otherwise performs services which in the opinion of the directors are in addition to or outside the scope of the ordinary duties of a director (which services shall include, without limitation, visiting or residing abroad in connection with the company's affairs), may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the directors may determine".

#### DIRECTORS' APPOINTMENTS AND INTERESTS

25. In Regulation 84 in Table A there shall be substituted for the words "shall not be subject to retirement by rotation" the following words, namely: "shall be subject to the same provisions as to resignation and removal as other directors of the company".

#### DIRECTORS' AND EMPLOYEES' GRATUITIES AND PENSIONS

26. The directors may:--

- (a) establish and maintain, or procure the establishment and maintenance of, any share option or share incentive or profit sharing schemes or trusts or 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 policies of assurance on the lives of any such persons and policies of insurance of or in respect of any such persons (including insurance against their negligence) as aforesaid;
- (d) pay, subscribe or guarantee money to or for any charitable or benevolent objects, or for any exhibition, or for any political, public, general or useful object; and
- (e) do any of the above things 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 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 loan, donation, gratuity, pension, allowance or emolument.

#### PROCEEDINGS OF DIRECTORS

27. The chairman, the chief executive and the managing director of PPP shall each be entitled to attend every meeting of the directors but shall not be entitled to vote in any proceedings at the meeting.

28. In Regulation 88 in Table A there shall be substituted for the third sentence the following sentences, namely: "Every director and the chairman, the chief executive and managing director of PPP shall be given notice of every meeting of the directors, such notice to be sent to such address as is notified by him to the company for this purpose or otherwise communicated to him personally. Any director may by notice to the company either before or after the meeting waive his right to receive notice of the meeting and any director who either:

- (a) is present at the commencement of a meeting; or
- (b) does not, within 7 days following its coming to his attention that a meeting has taken place without prior notice of such meeting having been given to him pursuant to this Regulation, notify the company that he desires the proceedings at such meeting to be regarded as a nullity,

shall be deemed hereafter to have waived his right to receive notice of such meeting pursuant to this Regulation".

29. The final sentence of Regulation 88 in Table A shall not apply to the company and in Regulation 94 the words from "and, in relation to an alternate director" to the end of the sentence shall not apply to the company.



30. A resolution in writing of all the directors or all the members of a committee of directors shall be as effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held either

- (a) if it consists of an instrument executed by or on behalf of each such director or committee member;
- or
- (b) if it consists of several instruments in the like form each either
  - (i) executed by or on behalf of one or more of such directors or committee members; or
  - (ii) sent by or on behalf of one or more of such directors or committee members by telex or facsimile transmission and deposited or received at the office or received by the secretary.

31. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two. For the purpose of determining whether a quorum exists for the transaction of the business of the board of directors:

- (a) in the case of a resolution of directors, who would (if attending a meeting) comprise a quorum, who are in telephonic communication with one another, any such resolution shall be as valid and effectual as if passed at a meeting of the board of directors duly convened and held; and
- (b) in the case of a meeting of the board of directors, in addition to the directors present at the meeting, any director in telephonic communication with such meeting shall be counted in the quorum and entitled to vote.

32. Subject to any requisite declaration of interest in accordance with the provisions of the Act and (if applicable) Regulation 85 in Table A having been made by him a director may vote as a director in regard to any transaction or arrangement in which he is interested, or upon any matter arising therefrom and Regulation 94 in Table A shall be construed subject to this provision.

33. In Regulation 97 in Table A:-

- (a) there shall be inserted after the words "the appointment" the following words, namely: "or the terms of appointment"; and
- (b) the following words shall be deleted, namely: "and be counted in the quorum" and there shall be inserted after the words "his own appointment" the following words, namely: "and shall be counted in the quorum in respect of each resolution including that concerning his own appointment".

MINUTES

34. The directors shall cause minutes to be made in books kept for the purpose-

- (a) of all appointments of officers made by the directors; and
- (b) of all proceedings at meetings of the company, of the holders of any class of shares in the company, of the directors, and of committees of directors, including the names of the persons present at each such meeting.

THE SEAL

35. The company is authorised pursuant to Section 39 of the Act for so long as its objects require or comprise the transaction of business in foreign countries to have an official seal for use in any territory, district, or place elsewhere than in the United Kingdom.

INDEMNITY

36. Subject to the provisions of the Act, every director, other officer or auditor of the company shall be entitled to be indemnified out of the assets of the company against all costs, charges, expenses, losses or liabilities which he may sustain or incur in or about the execution of his duties to the company or otherwise in relation thereto.

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

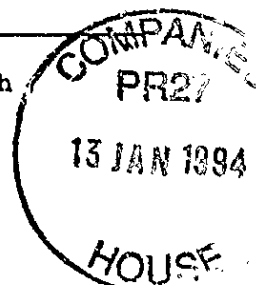
MEMORANDUM OF ASSOCIATION

OF

PPP BEAUMONT PROPERTIES LIMITED  
(as amended by Special Resolution passed  
on 31 December 1993)

- \*1. The name of the company is PPP Beaumont Properties Limited.
2. The registered office of the company is to be situated in England.
3. The objects of the company are:
  - (a) To carry on the businesses of property management in all its branches, to manage flats, houses, shops, offices, factories, estates, land, farms and all other property, to collect rents and income, to undertake the preparation of estate accounts and audits and the financial management of estates; and to supervise and undertake all necessary repairs, alterations and improvements to the property managed by the company; to provide catering and other services and all conveniences and amenities commonly required therewith; to provide or arrange for the provision of nursing services, care services and services of a similar or like kind; to purchase, acquire and hold (for investment or resale) and generally to buy, sell, lease and deal in or with land, house or other property of any tenure and any interest therein and to develop, build and turn to account any land or other property acquired by or in which the company is interested, and to create, reserve, sell and deal in freehold and leasehold ground rents and to make advances upon the security of land or house or other property or any interest therein, whether erected or in course of erection, and whether on first mortgage or subject to a prior mortgage or mortgages; and generally to deal in, traffic by way of sale, lease, exchange or otherwise land, house property and any other property (whether real or personal) and to turn the same to account as may seem expedient, to acquire and take over businesses or undertakings of all kinds, and to carry on, or dispose of, remove or put an end to the same or otherwise deal with the same as may seem expedient; and to carry on all or any of the businesses of building and civil engineering contractors, land, estate and property developers, repairers and jobbers, estate agents and managers, mortgage and insurance brokers and agents, surveyors, valuers and auctioneers, builders' merchants,

\* The name of the company was changed from "Capill Limited" on 11th October 1993.



plant hire specialists and contractors, merchants of, and dealers in plant, machinery, vehicles and appliances of all kinds, painters, decorators and plumbers, haulage and transport contractors, electricians and general engineers;

- (b) To carry on the business of merchants and traders generally and to buy, sell, hire, manufacture, repair, let on hire, alter, improve, treat and deal in all apparatus, machines, materials and articles of all kinds;
- (c) To invest and deal with the moneys of the company in or upon investments or securities of any nature (whether as principal or agent) and generally to acquire, hold, deal in and otherwise dispose of investments and other securities;
- (d) To carry on any other business or activity, whether trading, manufacturing, investing or otherwise;
- (e) To purchase, take on lease or in exchange, hire or otherwise acquire, hold deal in and otherwise dispose of all or any estate or interest in or over any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade and any real or personal property (whether tangible or intangible) of any kind;
- (f) To receive money on deposit or loan from any person, firm or company;
- (g) To make advances to any person, firm or company with or without security;
- (h) To guarantee, support or secure, whether by direct obligation or covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the company or by issuing any security of the company by way of mortgage, or by any one or more or all of such methods or by any other method, and whether or not the company receives any advantage therefor, the performance of any obligations or commitments and the repayment or payment of the principal amounts of, or the premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary company or holding company of the company or is a subsidiary of such a holding company or which is otherwise directly or indirectly associated with the company in business or through shareholdings;
- (i) To establish and maintain or procure the establishment and maintenance of any share option or share incentive or profit-sharing schemes or trusts or any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and to 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 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, or any persons in whose welfare the company or any such other company as aforesaid is or has been at any time interested, and the wives, husbands, widows, widowers, families and dependants of any such persons, and to 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 wellbeing 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 policies of assurance on the lives of any such persons and policies of insurance for the benefit of or in respect of any such persons as aforesaid (including insurance against their negligence or breach of duty to the company) and to pay, subscribe or guarantee money to or for any charitable or benevolent objects or for any exhibition or for any political, public, general or useful object, and to do any of the above things, either alone or in conjunction with any such other company as aforesaid;

- (j) To enter into any joint venture, partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any person, firm, or company and to subsidise or otherwise assist any person, firm or company;
- (k) To establish or promote or concur in establishing or promoting any other company and to guarantee the payment of the dividends, interest or capital of any shares, stock or other securities issued by or any other obligations of any such company;
- (l) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company;
- (m) 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 including without limitation, any such dealing or disposal on terms that are wholly or partly gratuitous or of a non-commercial nature;
- (n) 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;
- (o) To make known the businesses or any of them or the products or any of them of the company or the businesses or products of any other person, firm or company, in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication in books and periodicals, and by granting prizes, rewards and donations, and by carrying on and conducting prize and competition schemes or any scheme or arrangement of any kind, either alone or in conjunction with any other person, firm or company, whereby the said businesses or any

of them may be promoted or developed, or whereby the said products may be advertised and made known;

- (p) To enter into any arrangement with any government or authority, supreme, municipal, local or otherwise, of any country, and to obtain from any such government or authority all legislation, orders, rights, concessions and privileges that may seem requisite;
- (q) To borrow or raise or secure the payment of money for the purposes of or in connection with any of the company's business or businesses;
- (r) 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 in cash at par or at a premium or discount, or for any other consideration, debentures, mortgage debentures or debenture stock or other similar securities, payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the company by a trust deed or other assurance;
- (s) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments;
- (t) To pay or otherwise give consideration for any property or rights acquired by the company in any manner whatsoever and in particular but without limitation 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;
- (u) To accept payment or other consideration for any property or rights sold or otherwise disposed of or dealt with by the company in any manner whatsoever and in particular but without limitation in cash, whether 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 to hold, dispose of or otherwise deal with any shares, stock or securities so acquired;
- (v) To amalgamate with a any other 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 other such 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 other such company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner;

- (w) To pay out of the funds of the company all expenses which the company may lawfully pay in respect of or incidental to the formation, registration and advertising of or raising money for the company and the issue of its capital, including brokerage and commissions for obtaining applications for or taking; placing or under-writing shares, debentures or debenture stock, and to apply at the cost of the company to Parliament for any extension of the company's objects and powers;
- (x) (i) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees or auditors of the company or of any other company in which the company has any interest whether direct or indirect or which is in any way allied to or associated with the company or of any subsidiary undertaking of the company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality 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 in the exercise or purported exercise of their powers and/or otherwise in relation to the company or any such company, subsidiary undertaking or pension fund; and
- (ii) to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability.

For the purposes of this sub-clause (x) "holding company" and "subsidiary undertaking" shall have the same meanings as in the Companies Act 1989;

- (y) 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; and
- (z) To do all such other things as are in the opinion of the company incidental or conducive to the above objects or any of them.

The objects specified in each of the paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by the terms of any other paragraph and shall be construed as separate, distinct and independent objects capable of being performed and carried out separately, distinctly and independently of each other.

4. The liability of the members is limited.
5. The share capital of the company is £1,000 divided into 1,000 shares of £1 each.