

**Statutory Declaration of compliance
with requirements on application
for registration of a company**Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies

For official use

For official use

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

Name of company

* ST0Y HAYWARD PROPERTIES NO 2

* Insert full
name of Company

I, LAWRENCE NICHOLAS HART

of 107-115 Long Acre London WC2E 9PT

† 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 Hempson, 33 Henrietta St,
London, WC2E 8NH

Declarant to sign below

the 11th day of OctoberOne thousand nine hundred and ninety threebefore me Jane Kostelnik
(JANE KOSTELNIK)

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

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON EC1A 3EE
TELEPHONE 01 253 3030
TELEX 200910

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

For official Use

New Companies Section

Post room

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 <input type="checkbox"/>
STOY HAYWARD PROPERTIES NO 2		

Registered office of the company on
incorporation.

RO	_____
8 Baker Street	
Post town	London
County/Region	_____
Postcode	W1M 1DA

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	KINGSLEY NAPLEY
RA	(Ref NH.S14201)
107-115 Long Acre	
Post town	London
County/Region	_____
Postcode	WC2E 9PT

Number of continuation sheets attached

☐

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

KINGSLEY NAPLEY	
107-115 Long Acre	
London	Postcode WC2E 9PT
Telephone 071 240 2411	Extension _____

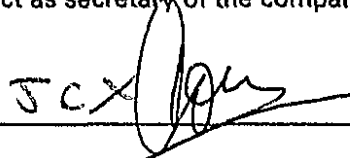
Company Secretary (See notes 1 - 5)

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

Address

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

Consent signature

CS	Mr
Michael John	
Copplesstone	
AD	
8 Baker Street	
Post town London	
County/Region	
Postcode W1M 1DA	
Country	
I consent to act as secretary of the company named on page 1	
Signed	
Date	7/10/93

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

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

Address

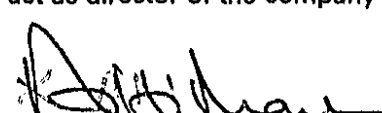
Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

CD	Mr
Adrian Howard	
Martin	
AD	
8 Baker Street	
Post town London	
County/Region	
Postcode W1M 1DA	
Country	
DO	0 8 0 4 5 0
Nationality	NA British
OC	Chartered Accountant
OD	Tickstop Limited, Helicopter Club of Great Britain
Stoy Hayward Services Limited, Stoy Hayward Properties	
I consent to act as director of the company named on page 1	
Signed	
Date	6.10.93

Consent signature

Directors (continued)

(See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

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

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CD	Mr
Paul Anthony	
Higgs	
AD	
8 Baker Street	
Post town London	
County/Region	
Postcode W1M 1DA	
Country	
DO	0 9 0 8 3 4
Nationality NA British	
OC	Chartered Accountant
OD	Horwath Consultancy Limited, Stoy Hayward
Financial Services and Stoy Hayward Properties	
I consent to act as director of the company named on page 1	
Signed	<i>[Signature]</i>
Date	6/10/93

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers Date

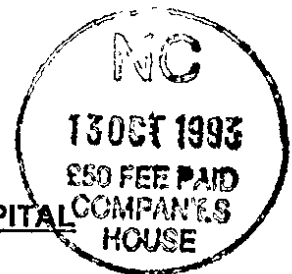
Delete if the form
is signed by an
agent on behalf of
all the subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	<i>[Signature]</i>	Date	6/10/93
Signed	<i>[Signature]</i>	Date	6.10.93
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	

THE COMPANIES ACTS 1985 AND 1989

AN UNLIMITED COMPANY NOT HAVING A SHARE CAPITAL



MEMORANDUM OF ASSOCIATION

of

2863487.

STOY HAYWARD PROPERTIES NO 2

- 1 The name of the company is Stoy Hayward Properties No 2 ("the Company")
- 2 The registered office of the Company will be situated in England and Wales.
- 3 The objects for which the Company is established are:

To act as trustees and agents whether alone or jointly with any person or persons for the firm of accountants known as Stoy Hayward whose Head Office is at 8 Baker Street London W1M 1DA or such firm as shall be practising in succession to the firm ("the Firm") and of any business associated with the Firm in the United Kingdom and abroad ("the Associates") and accordingly to acquire, accept, hold, deal with and dispose of land, buildings and any other real property in any part of the world which may belong to the Firm or its Associates or in which they may be interested (including any property subject to rent covenants or obligations)

And the Company shall have the following powers:

- 3.1 to purchase take or lease or by any other means acquire or take options over or manage any real property whatsoever and any rights or privileges of any kind over or in respect of any such property
- 3.2 to improve manage construct repair develop exchange let or lease or mortgage charge sell dispose of turn to account grant or obtain licences options rights and privileges in respect of or otherwise deal with all or a part of the real property of the Company
- 3.3 to purchase or otherwise acquire plant and machinery including computer hardware and software, furniture, fixtures, fittings and all other effects of every description
- 3.4 to borrow or raise money on such terms and on such security as may be thought fit with such consents as are required by law
- 3.5 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts

157667

- 3.6 to invest monies of the Company not immediately required for its purposes in or upon such investments securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law
- 3.7 to pay out of funds of the Company the costs charges and expenses of and incidental to the formation and registration of the Company
- 3.8 to do all such other lawful things as shall further the attainment of the objects of the Company or any of them

WE the subscribers to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum

Names and addresses of subscribers

PAUL ANTHONY HIPPS
8 BAILEY STREET
LONDON W1M 1DA

P.A.H.

ADRIAN HOWARD MARTIN
8 BAILEY STREET
LONDON W1M 1DA

Adrian

Dated 8th October 1993

Witness to the above signatures

SARAH ROBINSON
S.O. Robinson
SARAH ROBINSON

4 HILL HOUSE
CLAVENDISH AVE
HARROW - 2 -

THE COMPANIES ACT 1985 AND 1989

AN UNLIMITED COMPANY NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

STOY HAYWARD PROPERTIES NO 2

PRELIMINARY

- 1 Regulations 2 to 35 (inclusive), 38, 46, 54, 55, 57, 59, 73 to 80 (inclusive), 83, 84, 87, 102 to 108 (inclusive), 110, 112, 114, 116 and 117 of Table A in the Schedule to the Companies (Table A to F) Regulations 1985 (hereinafter referred to as "Table A") shall not apply to the Company but the Articles hereinafter contained and, subject to the modifications or variations hereinafter expressed, the remaining regulations of Table A shall constitute the Articles of Association of the Company

INTERPRETATION

- 2 In these Articles unless the context otherwise requires the following expressions shall have the following meanings:

the Act	means the Companies Acts 1985 and 1989 including any statutory modification or re-enactment thereof for the time being in force
the Articles	means the Articles of Association of the Company from time to time in force
Clear Days	in relation to a period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
the Company	means Stoy Hayward Properties No 2
the Firm	means the firm of accountants known as Stoy Hayward and any firm practising in succession to it
Member	means a member of the Company as defined in Article 3
Partner	means a Partner in the Firm
the Registered Office	means the registered office for the time being of the Company

the Seal	means the common seal of the Company
the Secretary	means any person appointed to perform the duties of Secretary of the Company

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing lithography photography and other modes of representing or reproducing words in a visible form

Words importing the singular number only shall include the plural number and vice versa

Words importing the masculine gender only shall include the feminine gender

Words importing persons shall include corporations

Subject as aforesaid any words or expressions defined in the Act shall if not inconsistent with the subject or context bear the same meanings in these Articles

MEMBERS

- 3 The following persons shall be Members:
 - 3.1 the subscribers to the Memorandum of Association;
 - 3.2 such other persons (being Partners) as the Directors shall admit to membership
- 4 A Member may at any time withdraw his membership from the Company by giving at least 7 Clear Days notice to the Secretary. Membership shall not be transferable and (unless otherwise determined by the Directors) shall cease automatically and without notice immediately upon a Member ceasing to be a Partner
- 5 The Directors may at their discretion (and without giving any reason) terminate the membership of any Member. The Company shall at all times have not less than two Members

GENERAL MEETINGS

- 6 The Company shall in each year hold a general meeting as its Annual General Meeting and shall specify the meeting as such in the Notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Directors shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings

- 7 Subject as above the Directors may whenever they think fit convene an Extraordinary General Meeting and an Extraordinary General Meeting shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 368 of the Act

NOTICE OF GENERAL MEETINGS

- 8 A General Meeting called for the passing of a Special Resolution and an Annual General Meeting shall be called by at least twenty one Clear Days' notice in writing. Such notice shall specify the place, the day and the hour of meeting and in the case of special business the general nature of that business

Provided that a General Meeting of the Company shall notwithstanding that it is called by a shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

- 8.1 in the case of an Annual General Meeting by all Members entitled to attend and vote thereat; and
- 8.2 in any other case by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the Members
- 9 The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive the same shall not invalidate the proceedings at that meeting

PROCEEDINGS AT GENERAL MEETINGS

- 10 All business shall be deemed to be special that is transacted at an Annual General Meeting with the exception of the consideration of accounts and balance sheets and the reports of the Directors and the Auditors, the election of Directors in the place of retiring Directors and the appointment of and the fixing of the remuneration of the Auditors
- 11 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided two Members present in person or one-tenth of the members, whichever shall be the greater number, shall be a quorum
- 12 If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened on the requisition of Members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other time and place as the Directors shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum
- 13 The Chairman may with the consent of any meeting at which a quorum is present, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than

business which might have been transacted at the meeting from which the adjournment took place

- 14 Whenever a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to be given any notice of any adjournment or of the business to be transacted at an adjourned meeting
- 15 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll be demanded by the Chairman, or by at least two Members present in person or by proxy or by any Member or Members present in person or by proxy and representing not less than one tenth of the total voting power of all the Members having the right to vote at the meeting. Unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried, or has been carried unanimously or by a particular majority or lost, or not carried by a particular majority coupled with an entry to that effect in the Minute Book of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against that resolution
- 16 If a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded
- 17 A demand for a poll may be withdrawn
- 18 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall not be entitled to a second or casting vote
- 19 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded

VOTES OF MEMBERS

- 20 Subject as hereinafter provided every Member shall have one vote
- 21 Votes may be given on a show of hands or on a poll either personally or by proxy provided that on a show of hands a proxy for a Member or Members shall have one vote only however many proxies he holds and whether or not he himself is a Member
- 22 A proxy shall be appointed by a instrument in writing under the hand of the appointor or of his attorney duly authorised in writing. A proxy need not be a Member and shall have the same right to speak as the Member appointing him
- 23 The instrument appointing a proxy and the power of attorney or other authority if any under which it is signed or a notarially certified or office copy

of that power or authority shall be deposited at the Registered Office or at such place within England and Wales as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 48 hours before the time appointed for taking the poll, and in default the instrument of proxy shall not be treated as valid

- 24 An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

FORM OF PROXY

I,
of
being a Member of the above Company hereby appointed
of
or failing him
of
or failing him
of
as my proxy to vote for me on my behalf at the Annual (or Extraordinary or Adjourned) General Meeting of the Company to be held on the day
of 19 and at any adjournment thereof

Dated this day of 19

signature of Appointor

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll

DIRECTORS

- 25 Unless otherwise determined by the Company in General Meeting the number of Directors shall be not less than one and not more than ten
- 26 Subject to Regulation 27 the Directors shall be appointed by the Members
- 27 The Directors may from time to time and at any time appoint any Member or other person who is willing to accept membership as a Director to fill a casual vacancy or by way of addition to the existing Directors provided that the prescribed maximum is not thereby exceeded
- 28 No person who is neither a Member nor willing to accept membership shall in any circumstances be eligible to hold office as a Director. Unless otherwise determined by the Directors, a Director shall retire immediately upon his ceasing to be a Member. Regulation 81 of Table A shall be modified accordingly

PROCEEDINGS OF THE DIRECTOR'S

- 29 The Directors may meet together for the dispatch of business, adjourn any otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes the Chairman shall not have a second or casting vote. Any Director may summon a meeting of the Directors. A Director who is out of the United Kingdom shall not be entitled to notice of a meeting
- 30 The Directors may from time to time determine the quorum necessary for the transaction of business. Unless otherwise determined one Director shall be a quorum
- 31 The Directors may act notwithstanding any vacancy in their body provided always that in case the number of Directors shall at any time be or be reduced to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act for the purpose of filling up vacancies in their body or of summoning a General Meeting but not for any other purpose
- 32 The Chairman of the Directors shall be entitled to preside at all meetings of the Directors but if at any meeting the Chairman is not present within thirty minutes after the time appointed for holding the same or is present but unwilling to preside the Directors present shall choose one of their number to be Chairman of the meeting
- 33 Subject to prior and express detailed disclosure to the Directors of his interest and subject to the approval of the other Directors in every instance a Director may vote at any meeting of the Directors or any Committee of the Directors on any resolution in which he has a direct or indirect interest. Regulation 94 shall be modified accordingly
- 34 The Directors may from time to time and at any time delegate any of their powers to Committees consisting of such Director or Members as they think fit. No person who is neither a Member nor willing to accept membership shall be eligible to be a member of a Committee. Any Committee so formed shall, in exercise of the powers so delegated, conform to any regulations imposed on it by the Directors and shall be required to report its proceedings fully to the Directors as soon as possible
- 35 All acts bona fide done by the Directors or any Committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director or member of the Committee as the case may be

NOTICES AND MINUTES

- 36 A notice may be given by the Company to any Member either personally or by sending it by post to him to his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within

the United Kingdom supplied by him to the Company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, preparing and posting a letter containing the notice and to have been effected, in the case of a notice of a meeting, at the expiration of twenty-four hours after the letter containing the same is posted and in any other case, at the time at which the letter would be delivered in the ordinary course of post

- 37 The words "of the holders of any class of shares in the Company" shall be omitted from Regulation 100 of Table A

INDEMNITY

- 38 Subject to the provisions of the Act every Director and every member of the Committee and every officer and servant of the Company shall be entitled to be indemnified out of the assets of the Company against all losses and liabilities incurred by him or in about the proper execution of his office or otherwise in relation thereto, provided that nothing in this Article shall entitle him to any indemnity against liability arising through negligence or fraud or similar actions on his part

Name and addresses of subscribers

PAUL ANTHONY HIPPS
8 BAKER STREET
LONDON W1M 1DA

P.A. Hips

ADRIAN HOWARD MARTIN
8 BAKER STREET
LONDON W1M 1DA

Adrian

Dated 8th October 1993

Witness to the above signatures

S. Robinson

SARAH ROBINSON
4 HILL HOUSE
CAVENTISH AVENUE
HARCLU

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE UNLIMITED COMPANY

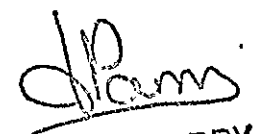
No. 2863487

I hereby certify that

STOY HAYWARD PROPERTIES NO 2

is this day incorporated under the Companies Act 1985
as a private company and that the Company is unlimited.

Given under my hand at the Companies Registration Office,
Cardiff the 19 OCTOBER 1993


MRS. L. PARRY

an authorised officer

Company No. 2863487

The Companies Act 1985 and 1989

Elective

Resolution in Writing

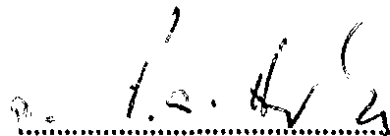
of the Members of

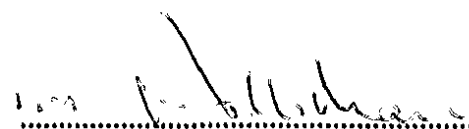
STOY HAYWARD PROPERTIES NO. 2

We, the undersigned, being all the members of the above-named company ("the company") for the time being entitled to attend and vote at general meetings of the company hereby certify that the following resolution has unanimously been passed by us this day pursuant to Sections 379A and 381A of the Companies Act 1985, as amended:-

- (a) that, pursuant to Section 252 of the Companies Act 1985, the company elects to dispense with the laying of accounts before the company in general meeting.
- (b) that, pursuant to Section 366A of the Companies Act 1985, the company elects to dispense with the holding of annual general meetings.
- (c) that, pursuant to Section 386 of the Companies Act 1985, the company elects to dispense with the obligation to appoint auditors annually.

Dated 16th May 1994


.....
P A Hipps


.....
A H Martin



A2VFP1MK

AO1 RECEIPT DATE: 28/05/94

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

2863487

Name of company

* STOK HAYWARD PROPERTIES NO 2

* 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 0 0 6

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

Designation†

SECRETARY

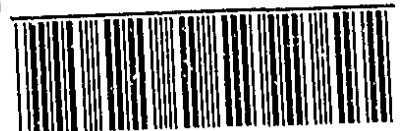
Date

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

COMPANY
SECRETARY
BONNED W. H. H. A.

For official use
D.E.B.

Post room



E030G1PG

EDC RECEIPT DATE: 31/05/94