

FILE COPY



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

Company No. 2918600

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

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

Given at Companies House, Cardiff, the 13th April 1994

*[Handwritten signature]*  
P. L. LEAN

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B



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

**12**

Please do not  
write in  
this margin

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

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

To the Registrar of Companies  
(Address overleaf)

For official use

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For official use

--

Name of company

\* insert full  
name of Company

* GALTEX PROPERTY LIMITED
---------------------------

I, DAVID PENNEY

of PROPERTY HOLDINGS LIMITED

100 WHITE LION STREET, LONDON, N1

† 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 TROTT & GENTRY SOLICITORS

Declarant to sign below

80 ISLINGTON HIGH STREET  
LONDON N1

the 20th <sup>6th</sup> day of APRIL

One thousand nine hundred and 94

before me David Penney

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

**TROTT & GENTRY**  
80 ISLINGTON HIGH ST  
LONDON N1 8EQ  
TEL: 071 278 3653

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

PROPERTY SEARCH AGENCY LTD  
100 WHITE LION STREET  
LONDON  
N1 9PF

TEL: 071 837 8889

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.

CN

For official use

Company name (in full)

GALTEX PROPERTY LIMITED

Registered office of the company on  
incorporation.

RO

100 WHITE LION STREET

Post town LONDON

County/Region

Postcode NI 9PF

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.

X

Name PROPERTY SEARCH AGENCY LIMITED

RA

100 WHITE LION STREET

Post town LONDON

County/Region

Postcode N1 9PF

Number of continuation sheets attached

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

PROPERTY SEARCH AGENCY LIMITED

100 WHITE LION STREET

LONDON

Postcode N1 9PF

Telephone 071 837 8889

Extension 124

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

LOCATION MATTERS LIMITED

N/A

N/A

N/A

AD

100 WHITE LION STREET

Post town LONDON

County/Region

Postcode N1 9PF

Country ENGLAND

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

Signed

*[Signature]*

Date

6-4-94

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

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

Address

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

Date of birth

Business occupation

Other directorships

\* Voluntary details

Consent signature

CD

PROPERTY HOLDINGS LIMITED

N/A

N/A

N/A

AD

100 WHITE LION STREET

Post town LONDON

County/Region

Postcode N1 9PF

Country ENGLAND

DO

11 2 0 7 8 9

Nationality

NA

BRITISH

OC

LAW AGENT

OD

NONE

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

Signed

*[Signature]*

Date

6-4-94

**Directors\* (continued)***(See notes 1 - 6)*

**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****AD****Post town****County/Region****Postcode****Country****DD****Nationality** **NA****CC****OD**

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

**Signed****Date**

Delete if the form  
is signed by the  
subscribers.

**Signature of agent on behalf of all subscribers****Date****5/4/94**

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

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

**Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

THE COMPANIES ACT 1985 & 1989  
A PRIVATE COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION  
OF**

2918600

**GALTEX PROPERTY LIMITED**

1. The Company's name is Galtex Property Limited.
2. The Registered Office of the Company will be situated in England & Wales.
3. The Company's objects are:-
  - (a) (i) To manage and administer such freehold or leasehold property or properties as the Company by Special Resolution may determine (hereinafter called "the property") and any other land, buildings and real property, either on its own account or as trustee, nominee or agent of any other company or person.
  - (ii) To acquire by purchase, lease, concession, grant, licence, or otherwise, such land, buildings, leases, rights, privileges, stocks, shares and debentures in public or private companies, corporate or incorporate, policies of insurance and such and other property, real or personal and rights and interest in property as the Company shall deem fit, and may acquire the same for purposes of investment and with a view of receiving the income therefrom, or may deal or traffic in lands, buildings, leases, underleases, stocks, shares, debentures or other of its property, real or personal or assets.
  - (iii) To carry on the business of land development and to buy, take on lease, or otherwise acquire, and to sell, let on lease, or otherwise turn to account lands and buildings and any rights and privileges connected therewith and in particular to develop any such lands by laying out, constructing and maintaining roads, sewers, drains and waterworks and by constructing buildings thereon and laying out all forms of recreational grounds, amenities and conveniences.

188013

(iv) To enter into agreements with builders, contractors, agents, tenants and purchasers, and to advance money to these and others on the security of lands developed or not, and to guarantee and secure the repayment of money borrowed from any financial institution on the security of lands developed or not and to carry on the business of builders, contractors, decorators, builder's merchants, and all other business connected with the building trade.

(v) To undertake the management and administration of all types of accommodation, office and shop premises and to provide such services for the tenants and residents thereof and to carry out such reconstruction, repair or maintenance as may be necessary or desirable.

(vi) To manage any land, buildings, or other property, and to collect rents and income, and to supply to lessees, residents, tenants, occupiers and others, heating, lighting, cleaning, gas, water, electricity and other necessary services, gardens, conveniences, lifts, garages and other amenities and to maintain the same and in connection therewith to engage and employ such servants, gardeners and other persons.

(b) To carry on any other business or trade of which the Company may think fit, to be capable of being conveniently or profitably carried on in connection with or ancillary to any business which will enhance the value of any of the Company's property or assets.

(c) To purchase or acquire by freehold or leasehold any property, estate, building, and any form of real or personal property, easements, privileges, rights, concessions, patents, machinery, stock, secret processes, licences and hold for any interest for the purpose of or in connection with the Company's business or any branch or department thereof.

(d) To erect, build, construct, alter, enlarge, pull down, maintain, any office's, factories, shops, stores, bridges, reservoirs, works, buildings, mills, wharves, plant and machinery which is necessary or convenient for the Company's business, and to contribute or subsidise the construction, maintenance and erection of any of the above.

(e) To support, guarantee and/or secure either with or without consideration the payment of any debenture stock, debentures, dividends, shares or moneys or the performance of engagements or contracts of any other Company or person including (but without prejudice to the generality of the foregoing) of any Company which is, for the time being, the Company's holding company as defined by Section 736 of the Companies Act 1985, or another subsidiary, as defined by the said section, of the Company's holding company or otherwise associated with the Company in business and to give indemnities and guarantees of all kinds and by way of security as

aforesaid either with or without consideration to mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collaterally or further to secure any securities of the Company by a Trust Deed or other assurance.

(f) To draw, make, accept, negotiate, endorse, execute, discount and issue promissory notes, bills of exchange and other negotiable instruments; to receive money on deposit or loan upon such terms as approved by the Company and to act as bankers for customers and others.

(g) To borrow or raise money, free or secure any debt or obligation binding on the Company as the Company shall think fit and in particular by mortgages of or charges upon the undertaking and all or any of the Company's assets present or future, including the uncalled capital for the time being of the Company or by the creation and issue of debentures or debenture stock or other obligations or securities.

(h) To grant or award pensions, gratuities, allowances and bonuses to any persons who are or have been employees or ex-employees of the Company, Directors or officers, of any associated company, subsidiary company or predecessor in business or to the dependants or connections of such persons, to maintain and establish or concur in establishing and maintaining trusts, funds, or schemes (whether contributory or non-contributory) with a view to providing pensions or other funds or schemes for the benefit of any such persons, their relatives or dependants, to assist and support any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.

(i) To make advances to customers and others with or without security, and upon such conditions as the Company may approve, and to guarantee the shares or securities, capital of stocks, dividends and interest of any company of or in which the Company is a member or is otherwise involved in.

(j) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company's business in or upon such investments and in such manner as the Company may approve.



(k) To pay for any right or property acquired by the Company in cash or by fully or partly paid-up shares, with or without deferred or preferred or special rights or restrictions in respect of repayment of voting, dividend, capital or otherwise, or by any securities which the Company has the power to issue, and generally on such terms as the Company may determine.

(l) To enter into any partnerships or arrangements for sharing profits by establishing and promoting any company whose objects shall include the taking over of or acquisition of any or all of the liabilities or assets of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to hold, deal with, sell or dispose of any stocks, securities or shares issued by or any other obligations of any such company.

(m) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in partly or fully paid-up shares or stock of any corporation or company, with or without deferred or preferred or special rights or restrictions in respect of voting, dividend, repayment of capital or otherwise, or in debentures or debenture stock, mortgages or other securities of any company or corporation or partly in one mode and partly in another, and generally on such terms as the Company may determine and to hold, dispose of or otherwise deal with any shares, securities or stock so acquired.

(n) To develop, manage, improve, sell, turn to account, let on rent, exchange, royalty, share of profits or otherwise, grant easements, licences and other such rights in or over and in any other manner dispose of or deal with the undertaking and all or any of the Company for such consideration as the Company may think fit.

(o) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any concessions, privileges, decrees, rights or charters which the Company may think desirable and to carry out, exercise and comply with any such concessions, privileges, decrees, rights and charters.

(p) To apply for, promote and obtain any Act of Parliament, Provisional Order, licence of the Department of Trade or other authority to enable the Company to carry into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to the prejudice of the Company's interests.

(q) 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.

(r) To take part in the management, formation, control or supervision of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any Directors, experts, or agents.

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

(t) To do all such things as are incidental or conducive to the above objects or any of them.

(i) The word "Company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporate. and whether domiciled, registered or resident in the United Kingdom or elsewhere.

(ii) None of the sub-clauses of this clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise all objects specified in each sub-clause of this clause as though each such sub-clause contained the objects of a separate Company.

4. The liability of the members is limited.

5. The Company's share capital is £100 divided into 100 shares of £1 each.

We, the subscribers to this Memorandum of Association, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares shown opposite our respective names.

---

NAMES AND ADDRESSES OF SUBSCRIBERS

Number of shares  
taken by each  
subscriber

---

Location Matters Limited  
100 White Lion Street  
London  
N1 9PF



ONE

Property Holdings Limited  
100 White Lion Street  
London  
N1 9PF



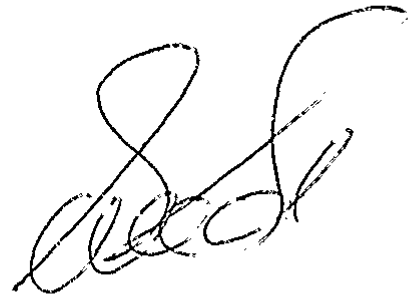
ONE

---

Dated this day the 1st April 1994

Witness to the above signatures:-

Carrie Moss  
100 White Lion Street  
London  
N1 9PF



THE COMPANIES ACT 1985 & 1989  
A PRIVATE COMPANY LIMITED BY SHARES

*ARTICLES OF ASSOCIATION*

*OF*

*GALTEX PROPERTY LIMITED*

PRELIMINARY

1. The regulations in Table A in the schedule to the Companies (Tables A to F) Regulations shall apply to this company except as hereinafter provided.
2. Regulations 2 to 5 inclusive, 8 to 24 (inclusive), 30, 32, 33, 39, 44, 46, 47, 49, 50, 64 to 69 (inclusive), 73 to 80 (inclusive), 84, 87, 94 to 97 (inclusive) and 102 to 110 (inclusive) shall not apply to this Company.
3. The Company is a private company within the meaning of the Act.

INTERPRETATION

4. In these Articles the following expressions shall have the following meanings:-

"the property"

The land and buildings and the common road or roads, parking areas, pathways and gardens adjacent and belonging thereto for the time being owned and/or managed or administered by the Company.

"owner"

any person who is for the time being registered or entitled to be registered at Her Majesty's Land Registry as the Transferee or Lessee of any residential unit forming part of the property.

## SHARE CAPITAL

5. The share capital of the Company comprises 100 shares of £1 each which rank pari passu in all respects.

6. The Company shall not issue any shares otherwise than fully paid on allotment.

7. The Director's may, pursuant to Section 80 of the Act, at any time within five years from the date of incorporation of the Company allot any part of the share capital in the Company for the time being authorised but unissued.

8. (a) Save for shares issued to the subscribers, each and every issued share in the capital of the Company shall relate to one different residential unit forming part of the Property and the Directors shall by resolution determine on the date of issue of any share the residential unit to which the share relates; and

(b) Upon the transfer of either of the subscribers shares to an owner, the Directors shall by resolution determine the residential unit to which such subscriber share relates.

9. Sections 89 and 90 of the Act shall not apply to the Company and accordingly the Directors may allot and issue shares otherwise than in proportion to existing holdings.

10. No share other than the shares agreed to be taken by the subscribers, shall be issued to any person who is not an owner in accordance with Article 8(a) above.

## TRANSFER OF SHARES

11. Immediately upon a member of the Company ceasing to be an owner ("the retiring owner"), he shall forthwith be deemed to have issued a Transfer Notice in respect of the share he holds. Such deemed Transfer Notice will constitute the Company as the agent of the retiring owner in the sale of the share on such terms and to such purchaser as the Company shall so decide.

12. Upon a deemed Transfer Notice, the Directors of the Company shall be entitled to nominate in writing a Director of the Company who shall forthwith be deemed to be duly appointed as the attorney of the retiring owner with full power in his name and on his behalf to execute, complete and deliver to the purchaser a transfer of the share held by the retiring owner and a form of resignation of the retiring owner as a Director and the Company may enter the name of the purchaser in the register of members as the holder of the share so transferred.

## SHAREHOLDERS MEETINGS

13. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

## LIEN

14. The lien conferred by clause 8 in table A shall attach also to fully paid up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid up or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company.

## DIRECTORS

15. Unless otherwise determined by a Special Resolution in General Meeting there shall be no maximum number of Directors and the minimum number of Directors shall be one. Clause 64 of Table A shall not therefore apply to the Company.

16. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director.

17. A member or members holding a majority of the issued share capital shall have power from time to time and at any time, by instrument in writing signed by the members or members, to appoint any person as a Director and to remove from office any Director howsoever appointed.

18. The Directors shall not be required to retire by rotation and clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.

19. Clause 87 in Table A shall not apply to the Company.

## DISQUALIFICATION AND REMOVAL OF DIRECTORS

20. The office of a Director shall be vacated if:-

- (a) he resigns his office by notice to the Company,
- (b) he is of unsound mind,
- (c) he becomes bankrupt or makes any arrangement or composition with his creditors generally,
- (d) he ceases to be a Director by virtue of the Act or he becomes prohibited by law from being a Director.

### BORROWING POWERS

21. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party.

### INDEMNITY

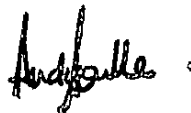
22. Every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all or any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

---

### NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

Location Matters Limited  
100 White Lion Street  
London  
N1 9PF



Property Holdings Limited  
100 White Lion Street  
London  
N1 9PF

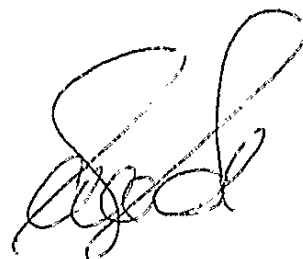


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Dated this day the 6<sup>th</sup> April 1994

Witness to the above signatures:-

SHAISTA SAEED  
100 White Lion Street  
London  
N1 9PF



FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2918600

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

having by special resolution changed its name, is now incorporated  
under the name of  
18 BELSIZE PARK GARDENS MANAGEMENT LIMITED

Given at Companies House, Cardiff, the 27th May 1994

A handwritten signature in dark ink, appearing to read 'L. Parry'.

MRS. L. PARRY

For the Registrar of Companies



C O M P A N I E S H O U S E

HC006B



THE COMPANIES ACT 1985



SPECIAL RESOLUTION OF

Name of the Company: *GALTEX PROPERTY  
LIMITED*

Company Number: *2918600*

At an Extraordinary General Meeting of the Members of the above named Company, duly convened and held at the registered office of the Company on the 17th May 1994. The following SPECIAL RESOLUTION was duly passed:-

That the name of the Company be changed to:-

*18 BELSIZE PARK GARDENS MANAGEMENT  
LIMITED*

Signed by .....  .....

Chairman/Director

PRESENTERS NAME & ADDRESS:

PROPERTY SEARCH AGENCY LIMITED  
100 WHITE LION STREET  
LONDON  
N1 9PF

TEL: 071 837 8889  
FAX: 071 833 0994



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

2918600

Name of company

18 BELSIZE PARK GARDENS MANAGEMENT  
(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

Designation†

SECRETARY

Date

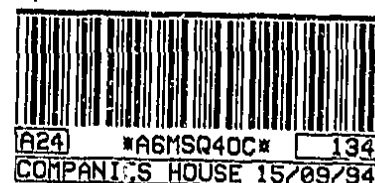
13/9/94

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

CANNON SILVER QUASTEL  
SOLICITORS  
25 Harley Street London W1N 2BR  
Tel 071-436 4264 Fax 071-436 4267  
D.X. Box 53043 Oxford Circus North

For official use  
D.E.B.

Post room



DR.