

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS
OF
BROOK LANE MANAGEMENT COMPANY LIMITED

At the Annual General Meeting of this Company duly convened and held at Sceptre Court 40 Tower Hill London EC3N 4BB on 10th January 1996 the resolutions set out below and numbered 1 and 2 were duly passed as ordinary resolutions of the Company and the resolutions set out below and numbered 3, 4 and 5 were duly passed as special resolutions of the Company:-

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased to £1,183 by the creation of 1,083 Ordinary Shares of £1 each to rank pari passu in all respects with the existing Ordinary Shares in the capital of the Company;
2. THAT the directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 Companies Act 1985) up to an aggregate nominal amount of £1,181 provided that this authority shall expire on 29th November 2000 save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired;

SPECIAL RESOLUTIONS

3. THAT the directors be and they are hereby empowered pursuant to section 95 Companies Act 1985 to allot equity securities (within the meaning of section 94 Companies Act 1985) pursuant to the authority conferred by resolution 2 as if section 89(1) Companies Act 1985 did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £1,181 and shall expire on 29th November 2000 save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.



2.

4. THAT the objects of the Company set out in clause 3 of its Memorandum of Association be and are hereby deleted and there be substituted therefor the new clause 3 set out in the document annexed to this notice and marked "A" for the purpose of identification only;
5. THAT the Company adopt new Articles of Association in the form of the document annexed to this notice and marked "B" for the purpose of identification only in substitution for and to the exclusion of the existing Articles of Association of the Company.

Dated: 10th January 1996

Rebecca J. Babcock
.....

(For and on behalf of
CMH DIRECTORS LIMITED)
CHAIRMAN

8643y/5-6

MEMORANDUM OF ASSOCIATION

of

AGIVEY LIMITED

(the "Company")

(As amended by a Special Resolution passed on 10th January 1996)

- 1.* The name of the Company is "Agivey Limited".
2. The registered office of the Company shall be in England.
- 3.** The objects for which the Company is established are:
 - (A) To maintain, supervise manage and deal in every way with the land services and premises at Brook Lane and Station Road Industrial Estate, Brook Lane, Westbury, Wiltshire (the "Estate" which expression shall have the same meaning as in the Articles of Association of the Company), comprising roads services and premises for the benefit of the adjoining industrial estate which land services and premises are described as the "Service Land" in the Articles of Association of the Company and are enjoyed in common by the owners tenants and occupiers of the adjoining industrial estate.
 - (B) To carry on itself or through any other person any other trade or business whatsoever which can, in the opinion of the Directors, be advantageously carried on by the Company in connection with or as ancillary to the above objects.
 - (C) To purchase, take on lease or in exchange, hire or otherwise acquire any real or leasehold property including the said land services and premises and any rights or privileges which the Company may think necessary or convenient, and to construct, maintain and alter any roads services or erections necessary or convenient for the work of the Company.
 - (D) To enter into and maintain contracts of insurance against loss or damage by fire and every other kind of

* The name of the Company was changed on 20th February 1995 to "Brook Lane Management Company Limited" pursuant to a special resolution of the Company passed on 9th February 1995.

** As modified by a special resolution of the Company passed on 10th January 1996.

risk affecting the property of the Company or the Estate and against any injury, damage or loss arising or occurring by or through any agents, servants, or other employees of the Company or by or through any means whatsoever and to enter into and maintain contracts of insurance against any risk or liability of any description to which the Company may be or might become in any way subject.

- (E) To sell, let, mortgage, grant rights over, dispose of or turn to account all or any of the property of assets of the Company as may be thought expedient.
- (F) To borrow or raise money for the purposes of the Company on such terms and on such security as the directors may think fit.
- (G) To acquire the benefit of and to enforce by all means available at law or in equity all covenants, choses in action and contracts which have a direct or indirect effect on all or any part of the Estate or the enforcement of which would be for the benefit of the Estate as a whole.
- (H) To enter into any deeds or arrangements with the proprietors for the time being of freehold or leasehold estates or other interests in any part of the Estate.
- (I) To apply for, purchase or by other means acquire, protect, prolong and renew any licences, protections, concessions or other rights that may appear likely to be advantageous or useful to the Company or otherwise for the benefit of the Estate.
- (J) To pay all rates, taxes, charges, debts, impositions, outgoing and other obligations whatsoever in respect of the property of the Company or other property situated within the Estate and to recover any moneys so spent from the various owners of land and premises within the Estate.
- (K) To purchase, take on lease or in exchange, hire or otherwise acquire any hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, licences, machinery, plant, stock-in-trade and real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any part thereof.
- (L) To enter into leases, agreements, or any other arrangements with the proprietors for the time being of freehold or leasehold estates or other interests in any part of the Estate and the purchasers, lessees, assignees, tenants or other occupiers thereof or of any part thereof for the time being and to enter into covenants with or give undertakings and indemnities to such proprietors, purchasers, lessees, assignees, tenants or occupiers in relation to the maintenance,

repair, cleaning and management of the whole or any part of the Estate and to enforce covenants given to the Company by any other parties to such leases, agreements or other arrangements.

- (M) To draw make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, cheques, bankers' drafts and other negotiable instruments.
- (N) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person firm or company carrying on any business which the Company is authorised to carry on or the carrying on of which is calculated to benefit the Company or to advance its interests.
- (O) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

The objects contained in any paragraph of this memorandum of association shall not be restrictively construed but shall be given the widest interpretation, and shall not be limited to or restricted by reference to, or inference from, any other object or by the name of the Company. No paragraph or object is, or shall be deemed to be, subsidiary or ancillary to the objects or powers mentioned in any other paragraph.

- 4. The liability of the members is limited.
- 5.* The Share Capital of the Company is £100 divided into 100 ordinary shares of £1 each.

* By an ordinary resolution of the Company passed on 10th January 1996 the share capital of the Company was increased from £100 to £1,183 by the creation of 1,083 ordinary shares of £1 each.

WE wish to be formed into a Company pursuant to this memorandum of association and agree to take the number of shares set out below.

NAMES, ADDRESSES AND
DESCRIPTIONS OF
SUBSCRIBERS

Number and Class of
Shares taken by each
Subscriber

SIMON MORRIS
for and on behalf of
CMH SHAREHOLDERS LIMITED
Sceptre Court
40 Tower Hill
London EC3N 4BB

Simon Morris

One

SIMON MORRIS
for and on behalf of
CMH DIRECTORS LIMITED
Sceptre Court
40 Tower Hill
London EC3N 4BB

Simon Morris

One

Total shares taken

Two

DATE the 25th day of April 1994

WITNESS to the above signatures:

J H Tully
Sceptre Court
40 Tower Hill
London EC3N 4BB

James H Tully

Solicitor

3984y

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
NEW
ARTICLES OF ASSOCIATION
OF
BROOK LANE MANAGEMENT COMPANY LIMITED

(Adopted by Special Resolution on 10th January 1996)

PRELIMINARY

1. The Company is a private company limited by shares and accordingly any offer to the public of shares in or debentures of the Company or any allotment of or agreement to allot shares in or debentures of the Company with a view to their being offered for sale to the public is prohibited. Subject as hereinafter provided and except where the same are varied by or inconsistent with these presents the Regulations contained in Table A in the Company (Tables A-F) Regulations 1985 (SI 1985 No 805) ("Table A") shall together with the following regulations constitute the articles of association of the Company.

INTERPRETATION

2. In these Articles:

The "Act"	means the Companies Act 1985 as amended or re-enacted from time to time
"Directors"	means the Directors from time to time of the Company
"Estate"	means the freehold land and buildings known as Brook Lane and Station Road Industrial Estate, Westbury, Wiltshire more particularly shown edged with a continuous bold black line on the plan annexed to and forming part of these Articles comprising the Property and the Service Land
"Farr"	means Farr Plc (in Administrative Receivership and Liquidation) acting as at the date of the adoption of these Articles by the Receivers without personal liability

- "Memorandum" the Memorandum of Association of the Company
- "Owner" or "Owners" means the person or persons to whom the freehold of any Unit or Units comprising any part or parts of the Property shall have already been transferred prior to the date of adoption of these Articles of Association (and shall include the successor or successors in title to the original Owner or Owners)
- "Property" means that part of the Estate other than the Service Land
- "Purchaser" or "Purchasers" means the person or persons to whom the freehold of any Unit or Units comprising any part or parts of the Property shall be transferred after the date of adoption of these Articles of Association and the term shall include the successor or successors in title to the original Purchaser or Purchasers
- "Service Land" means the land services and premises proposed to be transferred to the Company by Farr
- The "Subscribers" means the subscribers to the Memorandum
- "Units" means the self-contained commercial and industrial units from time to time comprising (with any other land) the Property and "Unit" shall be construed accordingly

3. Regulations 3 , 8, 12 to 22 (inclusive), 24, 29 to 31 (inclusive), 35, 50, 72 to 80 (inclusive), 82, 87, 94 to 97 (inclusive), 102 to 108 (inclusive), and 110 of Table A shall not apply to the Company
4. The Share Capital of the Company is £1183 divided into 1183 Ordinary Shares of £1 each (the "shares") such shares having attached thereto the rights set forth in these Articles.

MEMBERSHIP

5. (a) The Members of the Company shall and shall only be the Purchasers and/or the Owners from time to time.
- (b) Where two or more persons are joint Purchasers (or joint Owners) of a Unit they shall together constitute one shareholder and the relevant number of shares shall be allotted and/or transferred to them (as the case may be) jointly and the person whose name first appears in the Register of Members shall exercise the voting and other powers vested in such shareholder.

SHARES

6. The shares of the Company from time to time shall be under the control of the Directors and the Directors shall in the event of an issue or allotment of shares issue and allot the shares equally between the Purchasers and/or Owners in proportion to the number of shares held by them.
7. The provisions of section 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

TRANSFER OF SHARES

8.
 - (a) No share may be transferred by an Owner or Owners or by a Purchaser or Purchasers except on the transfer of a Unit when the shares held by the vendor of the Unit shall be transferred simultaneously to the Purchaser of that Unit.
 - (b) The price to be paid upon any transfer of any share shall be the nominal value thereof.
 - (c) Where an Owner or Purchaser transfers part only of a Unit to another person or persons then the number of shares to be transferred shall be either such number as the parties to the transfer shall agree or in default of agreement such number as the Directors may in their absolute discretion specify by notice in writing to the vendor of the relevant shares.
 - (d) The Directors may require the production of such evidence as they may think fit for the purpose of reasonably satisfying themselves as to whether any circumstances have arisen such that a transfer of shares falls to be made under this Article and/or that the whole or part of the relevant Unit or Units has been disposed of and/or that the foregoing provisions of these Articles have been complied with before registering any proposed transfer of any share or shares.
 - (e) If the registered holder of shares (the "Transferor") fails or refuses to carry out the transfer of the shares which it shall have become bound to transfer hereunder then the Transferor shall cease to be entitled to exercise any of the rights and privileges of a member of the Company and the Directors may authorise some person to execute complete and deliver on behalf of the Transferor a transfer of the shares to the Purchaser of the Unit in question (the "Relevant Purchaser"), and the Directors may receive the purchase money in trust for the Transferor and may register the Relevant Purchaser as the holder of such shares, and issue a certificate for the same. Following such

execution the certificate or certificates of the Transferor shall be treated as cancelled. The receipt of the Directors for the purchase money shall be a good discharge to the Relevant Purchaser who shall not be bound to see to the application thereof and after the Relevant Purchaser has been registered in purported exercise of the aforesaid powers the validity of the proceedings shall not be called into question by any person.

- (f) If a member dies the survivor or survivors where he was a joint holder, and his personal representatives where he was a sole holder or the only survivor of joint holders, shall be the only persons recognised by the Company as having any title to his interest; but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share which had been jointly held by him.
- (g) A person becoming entitled to a Unit (the "Relevant Unit") in consequence of the death or bankruptcy of a member may, upon such evidence being produced as the Directors may properly require, elect either to become the holder of the shares registered in the name of such member in respect of the Relevant Unit (the "Relevant Shares") or to have the purchaser or transferee of the Relevant Unit registered as the transferee. If he elects to become the holder he shall give notice to the Company to that effect. If he elects to have the purchaser or transferee of the Relevant Unit registered he shall execute an instrument of transfer of the Relevant Shares to that person. All the Articles relating to the transfer of shares shall apply to the notice or instrument of transfer as if it were an instrument of transfer executed by the member and the death or bankruptcy of the member had not occurred.
- (h) A person becoming entitled to a Unit in consequence of the death or bankruptcy of a member shall have the rights to which he would be entitled if he were the holder of the Relevant Shares except that he shall not, before being registered as the holder of the Relevant Shares, be entitled in respect of them to attend or vote at any meeting of the Company or at any separate meeting of the holders of any class of shares in the Company.
- (i) Subject to the provisions of sub-clause (d) of this Article the Directors shall be bound to register transfers made in accordance with or required pursuant to these Articles but no other transfers shall be registrable.
- (j) The Directors may decline to register the transfer of a share on which the Company has a lien.

VOTES OF MEMBERS

9. Every member shall have one vote in respect of each share of which it is the registered holder.

DIRECTORS

10. Unless and until otherwise determined by ordinary resolution there shall be no limit to the number of directors and the minimum number of Directors shall be two. A person who is not (a) a member of the Company nor (b) an authorised representative of a member of the Company nor (c) a partner in any firm of surveyors or solicitors from time to time appointed by the Company nor (d) a partner in any firm of surveyors or solicitors from time to time appointed by the Directors to act for the Company may not be appointed as a director or act as an alternate director and a director or alternate director who ceases to be a member of the Company, such an authorised representative or such a partner shall forthwith vacate his office of director.
11. Notwithstanding section 293 of Companies Act 1985, a person who has attained the age of 70 shall be capable of being appointed or elected or remaining a director and a director shall not be required to vacate his office at the conclusion of the annual general meeting commencing next after he attains that age.

LIEN

12. The Company shall have a first and paramount lien on all shares (whether fully paid or partly paid shares) standing registered in the name of any person for all monies presently payable by him or his estate to the Company whether he shall be the sole registered holder or one of several joint holders thereof. 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 on a share shall extend to any amount payable on it.

BORROWING POWERS OF DIRECTORS

13. The directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge 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 of any third party.

INDEMNITY

14. Subject to section 310 of the Act and in addition to such indemnity as is contained in Regulation 118 of Table A, every director, officer or official of the Company shall be

indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities properly incurred by him in the execution and discharge of his duties or in relation thereto.

PROCEEDINGS OF DIRECTORS

15. Subject to the provisions of Part X of the Act a Director may be interested directly or indirectly in any contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of the auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him.
16. The Chairman of meetings of the Directors shall not have a second or casting vote and Regulation 88 of Table A shall be amended accordingly.

GENERAL MEETINGS

17. (a) For the purpose of Regulation 53 of Table A a director or secretary of a corporation which is for the time being a member shall be deemed to be a person authorised to execute a resolution on behalf of that corporation.
- (b) A proxy shall be entitled to vote on a show of hands and Regulation 54 in Table A shall be modified accordingly.

DIVIDENDS ETC

18. The share capital and income and property of the Company wheresoever derived shall be applied solely towards the promotion of the objects of the Company as set for the in the Company's Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the Members of the Company.

H.M. LAND REGISTRY		TITLE NUMBER	
		WT 57413	
ORDNANCE SURVEY PLAN REFERENCE	ST 8551 ST 8552 ST 8651 ST 8652		Scale 1/2500
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