

FILE COPY



**CERTIFICATE OF INCORPORATION  
OF A PUBLIC LIMITED COMPANY**

Company No. 2968702

The Registrar of Companies for England and Wales hereby certifies that  
ANTLER PROPERTY INVESTMENTS PLC

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

Given at Companies House, Cardiff, the 16th September 1994



*M. Lewis*  
M.LEWIS

\*N02968702L\*

For the Registrar of Companies



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

HC008B

**G**

## COMPANIES FORM No. 12

**12****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

\* insert full  
name of Company

ANTLER PROPERTY INVESTMENTS PLC

I, MICHAEL RICHARD COUNSELL, signing on behalfof SWIFT INCORPORATIONS LIMITED1 MITCHELL LANEBRISTOL BS1 6BU† 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 11, SHIP STREET

Declarant to sign below

BRECON,POWYS

Dated the 9th day of September 1994,

before me

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

Presentor's name, address and  
reference (if any):JORDAN & SONS LIMITED21 St. Thomas StreetBristol BS1 6JSWOKRHB/ TV3797

For official use

New Companies Section

Post room

Printed and supplied by

**Jordens**

Jordan & Sons Limited

21 St. Thomas Street, Bristol BS1 6JS  
Tel: 0272 230600 Telex 449119

CHA108

**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 ☐

ANTLER PROPERTY INVESTMENTS PLC

Registered office of the company on  
incorporation.

☐ RO

SKANDIA HOUSE  
1 STATION PARADE  
VIRGINIA WATER  
SURREY GU25 4AA

Post town

County/Region

Postcode

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 JORDAN & SONS LIMITED

☐ RA

21 ST. THOMAS STREET

Post town BRISTOL

County/Region

Postcode BS1 6JS

Number of continuation sheets attached

☐ /

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

~~C.E.P.U.~~ JORDAN & SONS LIMITED

TU3797/KHB

21 ST. THOMAS STREET

BRISTOL

Postcode BS1 6JS

Telephone 0272 230600

Extension 348

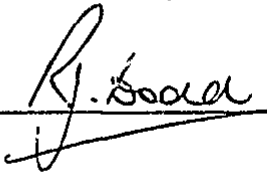
**Company Secretary** (See notes 1 - 5)

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
	ROBERT JAMES
	DODD
AD	51 LUDLOW ROAD
	EALING
Post town	LONDON
County/Region	
Postcode	WS 1NX
Country	ENGLAND
I consent to act as secretary of the company named on page 1	
Signed	
Date	7/9/94


**Joint  
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	N/A
	N/A
	SWIFT INCORPORATIONS LIMITED
	N/A
	N/A
	N/A
AD	1 MITCHELL LANE
Post town	BRISTOL
County/Region	
Postcode	BS1 6BU
Country	ENGLAND
I consent to act as secretary of the company named on page 1	
Signed	 (Authorised Signatory) Date 7/9/94

**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

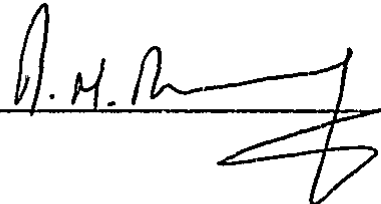
Signed

Date

Delete if the form  
is signed by the  
subscribers.

Signature of agent on behalf of all subscribers

Date

<input checked="" type="checkbox"/> CD	MR
JAIN MUNRO	
RAMSAY	
<input checked="" type="checkbox"/> AD	BLEDHANGER, SUFFIELD LANE, PUTTENHAM.
Post town GUILDFORD	
County/Region SURREY	
Postcode GU3 1BD	
Country ENGLAND	
<input checked="" type="checkbox"/> DD	30 04 45
Nationality <input checked="" type="checkbox"/> NA BRITISH.	
<input checked="" type="checkbox"/> OC	EXECUTIVE.
<input checked="" type="checkbox"/> OD	PORTFOLIO ASSETS LIMITED SNOWBES PROPERTIES LIMITED ANTWER INVESTMENTS LIMITED - RESIGNED 7/4/94
I consent to act as director of the company named on page 1	
Signed  Date 7/9/94	

P.P. - Jordan &amp; HR

(See notes 1 - 5)

**\*Style/Title**

**Surname**

<sup>a</sup>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**

**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.  
ALAN ANDREW  
WELSH  
2 CLUFF COURT  
JUNCTION 1 ROAD  
Post town BRENTWOOD  
County/Region ESSEX  
Postcode CM14 5JW Country ENGLAND.  
DO 240 12 612 Nationality NA BRITISH.  
OC CHARTERED SURVEYOR  
OC LACKMONT PROPERTIES LTD / Resigned  
LACKMONT INVESTMENTS LTD / Dec '92  
I consent to act as director of the company named on page 1  
Signed  Date 21/9/94

<b>CD</b>								
<b>AD</b>								
Post town								
County/Region								
Postcode	Country							
<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 20px; text-align: center;"><b>DO</b></td> <td style="width: 20px;"></td> <td style="width: 20px;"></td> <td style="width: 20px;"></td> <td style="width: 20px;"></td> <td style="width: 20px;"></td> </tr> </table>	<b>DO</b>						Nationality <table border="1" style="display: inline-table; border-collapse: collapse;"><tr><td style="width: 20px; text-align: center;"><b>NA</b></td></tr></table>	<b>NA</b>
<b>DO</b>								
<b>NA</b>								
<b>OC</b>								
<b>OD</b>								
I consent to act as director of the company named on page 1								
Signed	Date							

THE COMPANIES ACTS 1985 to 1989

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

ANTLER PROPERTY INVESTMENTS PLC

1. The Company's name is "ANTLER PROPERTY INVESTMENTS PLC"
2. The Company is to be a public company.
3. The Company's registered office is to be situated in England and Wales.
4. (i) The object of the Company is to carry on business as a general commercial company.

(ii) Without prejudice to the generality of the object and the powers of the Company derived from Section 3A of the Act the Company has power to do all or any of the following things:-

213825

JORDAN & SONS LIMITED

21 St. Thomas Street

BRISTOL BS1 6JS

TEL: 0117 379777

PLCG93i

1

(a) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(b) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(c) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(d) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(e) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(f) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

(g) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the



performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(h) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(i) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects 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 prejudice the Company's interests.

(j) 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 charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(k) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(l) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

(m) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(n) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(o) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(p) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(q) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(r) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(s) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance including insurance for any Director, officer or Auditor against any liability as is referred to in Section 310(1) of the Act; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(t) If and only to the extent permitted by the Act, to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

(u) To procure the Company to be registered or recognised in any part of the world.

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

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

(1) None of the provisions set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

(2) 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 unincorporated and whether domiciled in the United Kingdom or elsewhere.

(3) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

5. The liability of the Members is limited.

6. The Company's share capital is £50,000 divided into 50,000 shares of £1 each.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

---

Names and addresses of Subscribers	Number of shares taken by each Subscriber
------------------------------------	--

---

1. For and on behalf of  
Instant Companies Limited  
1 Mitchell Lane  
Bristol BS1 6BU



- One

2. For and on behalf of  
Swift Incorporations Limited  
1 Mitchell Lane  
Bristol BS1 6BU



- One

---

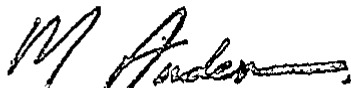
Total shares taken

- Two

---

Dated this 09<sup>th</sup> 11/2004

Witness to the above Signatures:-



Mark Anderson  
1 Mitchell Lane  
Bristol BS1 6BU

# THE COMPANIES ACTS 1985 to 1989

## PUBLIC COMPANY LIMITED BY SHARES

### ARTICLES OF ASSOCIATION OF

#### ANTLER PROPERTY INVESTMENTS PLC

#### PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

#### ALLOTMENT OF SHARES

2. (a) Shares which are comprised in the authorised but unissued share capital of the Company shall be under the control of the Directors who may (subject to Sections 80 and 89 of the Act and to paragraphs (b) and (c) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of

incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

(c) The Directors are empowered to allot and grant rights to subscribe for or convert securities into shares of the Company pursuant to the authority conferred under paragraph (b) above as if Section 89(1) of the Act did not apply. This power shall enable the Directors so to allot and grant rights to subscribe for or convert securities into shares of the Company after its expiry in pursuance of an offer or agreement so to do made by the Company before its expiry.

(d) Save as authorised by the Act, the Company shall not give, whether directly or indirectly, any financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151 of the Act.

(e) Save as permitted by Section 101(2) of the Act, no shares of the Company shall be allotted except as paid up at least as to one quarter of their nominal value and the whole of any premium.

#### SHARES

3. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

#### GENERAL MEETINGS AND RESOLUTIONS

4. 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 Directors and to the Auditors for the time being of the Company.

5. (a) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

(b) Clause 41 in Table A shall not apply to the Company.

#### APPOINTMENT OF DIRECTORS

6. (a) Clause 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of

the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be two.

(c) 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.

(d) No person shall be appointed a Director at any General Meeting unless either:-

(i) he is recommended by the Directors; or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice signed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.

(e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

#### **BORROWING POWERS**

7. 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 of any third party.

#### **ALTERNATE DIRECTORS**

8. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.

(b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

## GRATUITIES AND PENSIONS

9. (a) The Directors may exercise the powers of the Company conferred by Clause 4(ii)(s) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Clause 87 in Table A shall not apply to the Company.

## PROCEEDINGS OF DIRECTORS

10. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

## THE SEAL

11. (a) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Clause 6 in Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 101 in Table A shall not apply to the Company.

(b) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

## INDEMNITY

12. (a) Every Director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.



(c) Clause 118 in Table A shall not apply to the Company.

---

Names and addresses of Subscribers

---

1. For and on behalf of  
Instant Companies Limited  
1 Mitchell Lane  
Bristol BS1 6BU



2. For and on behalf of  
Swift Incorporations Limited  
1 Mitchell Lane  
Bristol BS1 6BU

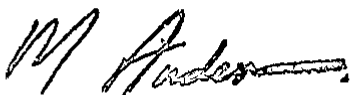


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Dated this 6th day of June 1994

Witness to the above Signatures:-

Mark Anderson  
1 Mitchell Lane  
Bristol BS1 6BU



MLS/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

2968702

Name of company

\* ANTLER PROPERTY INVESTMENTS PLC

\* 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 0 3

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

*R. J. Soad*

Designation†

SECRETARY

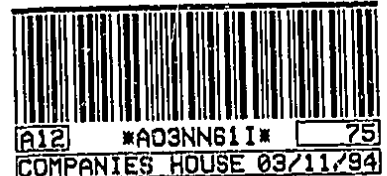
Date 11/11/94

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

RT0000  
ANTLER PROPERTY CORPORATION PLC  
SKANDIA HOUSE  
1 STATION PARADE  
VIRGINIA WATER  
SURREY GU25 4AA

For official use  
D.E.B.

Post room



FILE COPY



**CERTIFICATE THAT A PUBLIC COMPANY  
IS ENTITLED TO DO BUSINESS AND BORROW**

Company No. 2968702

I hereby certify that the provisions of section 117(1) of the Companies Act 1985 have been complied with in relation to

ANTLER PROPERTY INVESTMENTS PLC

and that the company is entitled to do business and borrow.

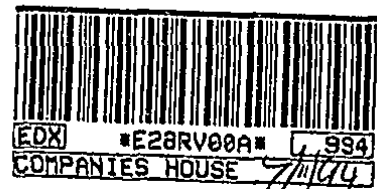
Given at Companies House, Cardiff, the 7th November 1994

*G. R. Spears*

For The Registrar Of Companies



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





## COMPANIES FORM No. 117

Application by a public company for  
certificate to commence business and  
statutory declaration in support

117

Please do not  
write in  
this margin

Pursuant to section 117 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

2968702

Name of company

\* Insert full name  
of company\* ANTLER PROPERTY INVESTMENTS PLC

applies for a certificate that it is entitled to do business and exercise borrowing powers.

For that purpose I, ROBERT JAMES DODD  
of 51 LUDLOW ROAD, EALING, LONDON W5 1NY† delete as  
appropriate[the secretary][~~a director~~]† of the above company,  
do solemnly and sincerely declare that;

- 1 the nominal value of the company's allotted share capital is not  
less than the authorised minimum
- 2 the amount paid up on the allotted share capital of the  
company at the time of this application is
- 3 the [~~estimated~~]† amount of the preliminary expenses  
of the company is

£ 12,501.50

£ 480.

and [has been paid][~~is payable~~]† by§ insert name of  
person(s) by whom  
expenses paid  
or payable

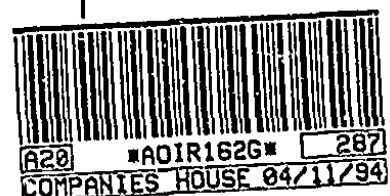
5	<u>ANTLER PROPERTY CORPORATION PLC</u>	<u>ANTLER PROPERTY CORPORATION PLC</u>
	<u>SKANDIA HOUSE</u>	<u>SKANDIA HOUSE</u>
	<u>1 STATION PARADE</u>	<u>1 STATION PARADE</u>
	<u>VIRGINIA WATER</u>	<u>VIRGINIA WATER</u>
	<u>SURREY GU25 4AA</u>	<u>SURREY GU25 4AA</u>

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

JORDAN & SONS LIMITED TV3013  
21 St. Thomas Street  
Bristol BS1 6JS  
TSU/KHB/  
ANTLER PROPERTY CORPORATION PLC  
SKANDIA HOUSE  
1 STATION PARADE  
VIRGINIA WATER  
SURREY GU25 4AA

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General Section

Post room

Jordan & Sons Limited  
21 St. Thomas Street, Bristol BS1 6JS Tel. 0272-230600 Telex 449119

[4a. no amount or benefit has been paid or given or is intended to be paid or given to any of the promoters of the company]†

Please do not write in this margin

[4b. ~~the amount or benefit paid or given or intended to be paid or given to any promoter of the company is:†~~

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

† delete as appropriate

Promoter No.1;

The amount paid or intended to be paid to him £ \_\_\_\_\_

Any benefit given or intended to be given to him \_\_\_\_\_

The consideration for such payment or benefit \_\_\_\_\_

Promoter No.2;

The amount paid or intended to be paid to him £ \_\_\_\_\_

Any benefit given or intended to be given to him \_\_\_\_\_

The consideration for such payment or benefit \_\_\_\_\_

Promoter No.3;

The amount paid or intended to be paid to him £ \_\_\_\_\_

Any benefit given or intended to be given to him \_\_\_\_\_

The consideration for such payment or benefit \_\_\_\_\_

Promoter No.4;

The amount paid or intended to be paid to him £ \_\_\_\_\_

Any benefit given or intended to be given to him \_\_\_\_\_

The consideration for such payment or benefit \_\_\_\_\_

Note  
Please continue on a separate sheet if necessary

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 27 Station Road  
Egham Surrey

Declarant to sign below

the Second day of November  
one thousand nine hundred and ninety four  
before me Jeremy Teall

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

JEREMY TEALL