

FILE COPY



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

Company No. 3006339


The Registrar of Companies for England and Wales hereby certifies that
PUCKERIDGE MOBILE HOMES MANAGEMENT CO. 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 5th January 1995



N03006339B


MRS. L. PARRY

For the Registrar of Companies



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

HC007B

G

COMPANIES FORM No. 12

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

12

Please do not
write in
this margin

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

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

To the Registrar of Companies
(Address overleaf)

For official use

For official use

Name of company

* Insert full
name of Company

*
PUCKERIDGE MOBILE HOMES MANAGEMENT CO. LIMITED

I, RICHARD ALEXANDER KESSE

of 42 ASPREY CLOSE

FALCON WAY

WATFORD WD2 4XR

† delete as
appropriate

do solemnly and sincerely declare that I am a ~~[Solicitor engaged in the formation of the company]~~ ^{GM}
[person named as director or secretary of the company in the statement delivered to the registrar ^{GM}
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 72-74 Fore Street Hertford

Hertfordshire

Declarant to sign below

the 12th day of December

One thousand nine hundred and ninety four

before me GM

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

CHRISTOPHER JOHN HILL LLB
SOLICITOR NOTARY PUBLIC
JAMESON AND HILL
72-74 FORE STREET
HERTFORD
SG14 1BY

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

For official Use

New Companies Section

Post room





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



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 ☐

PUCKERIDGE MOBILE HOMES MANAGEMENT CO. LIMITED

Registered office of the company on
incorporation.

RO

BAY FORD BURY

LOWER HATFIELD ROAD

Post town HERTFORD

County/Region HERTS

Postcode SG 13 8EE

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.



Name

RA

STANLEY 120 EAST ROAD

DAVIS

LONDON N1 6AA

GROUP

TELEPHONE: 071 253 0800

LIMITED

FAX: 071 251 0602

DX: 36609 FINSBURY

Post town

County/Region

Postcode

Number of continuation sheets attached



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

STANLEY 120 EAST ROAD

DAVIS

LONDON N1 6AA

GROUP

TELEPHONE: 071 253 0800

LIMITED

FAX: 071 251 0602

DX: 36609 FINSBURY

Postcode

Telephone

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
RICHARD ALEXANDER
KESSEL
42 OSPREY CLOSE
FALCON WAY
WATFORD
HERTS
ND2 4XR ENGLAND
I consent to act as secretary of the company named on page 1
Signed RAK Date 12/12/94

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 MR
STEPHEN CONRAD
POTTER
THE OLD SCHOOLHOUSE
BAYFORD GREEN
WERTFORD
HERTS
SG13 8RU ENGLAND
DO 012 014 416 Nationality NA BRITISH
OC SURVEYOR
OD
I consent to act as director of the company named on page 1
Signed Date 12/12/94

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

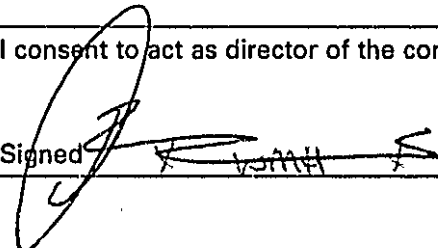
* Voluntary details

Consent signature


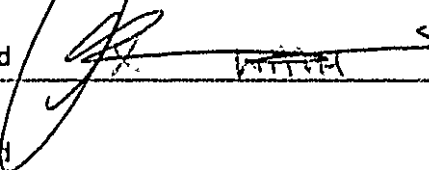
Delete if the form
is signed by the
subscribers.

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.

CD	MR
	WAYNE MORRIS
	HARRISON
AD	12 ACKWORTH CLOSE
	TRAMWAY GARDENS
	Post town LONDON
	County/Region
	Postcode N9 8PJ
	Country ENGLAND
DO	13 11 59
	Nationality NA BRITISH
OC	SALES + MARKETING DIRECTOR
OD	
I consent to act as director of the company named on page 1	
Signed	 12/12/94

Signature of agent on behalf of all subscribers Date

Signed  Date 12/12/94Signed  Date 12/12/94Signed  Date 12/12/94

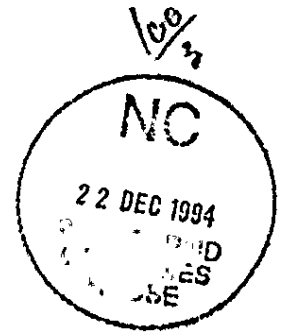
Signed Date

Signed Date

Signed Date



MEMORANDUM OF ASSOCIATION OF



PUCKERIDGE MOBILE HOMES MANAGEMENT CO. LIMITED

3006339.

1. The Company's name is PUCKERIDGE MOBILE HOMES MANAGEMENT CO. LIMITED
2. The Company's registered office is to be situated in England.
3. In the Memorandum "the Development" shall mean land at the rear of the High Street, Puckeridge as identified from time to time on a plan to be placed with the Company's records except that for the purposes of paragraphs 4(a)(i)(ii) and (iii) of this Memorandum (and not further or otherwise) "the Development" shall not be deemed to include any house (as opposed to a mobile home) and any private garden area within the curtilage of any house.
4. The Company's objects are:-
 - (a) (i) To acquire the freehold of or a leasehold interest or other form of licence in the whole or any part or parts of the Development.
 - (ii) To collect income of the Development and if properly required to apply the same in a proper and convenient arrangement thereof including (but without prejudice to the generality of the foregoing) the matters recited in paragraph (c) and to pay any balance on request to the freehold owner of the Development.
 - (iii) To manage and to keep in repair renew rebuild decorate maintain and procure the repair renewal rebuilding redecoration and maintenance and general upkeep of all or any buildings or other structures including any caravans or mobile homes on the whole or any part or parts of the Development including main structures roof foundations interior exterior the common parts the common sewers drains and soakaways and gas and water pipes and electric cables and wires and any pumping station and aerials security facilities tradesman facilities entry telephones and the garden and ground and any roads accessways footpaths parking areas refuse disposal areas drying areas and any walls fences and hedges and generally the whole of the Development including all buildings comprising aforesaid including the cleaning and lighting of the common parts the cleaning of the windows the repair renewal replacement and

612953

maintenance of fixtures and fittings the placing and maintaining of policies of insurance in respect of the Development against loss or damage by all risks covered by a normal comprehensive policy of insurance and the placing and maintaining of policies of insurance against all third party claims normally included under property owners liability policies the payment of rates under rates outgoings and other charges and assessments which may become payable in respect of the Development.

- (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
- (c) 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.
- (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 such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner.
- (g) To borrow and raise money in such manner as the Company shall think fit 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 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.

- (j) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (k) 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.
- (l) 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 of any company which is a subsidiary of the Company or of 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; 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.
- (m) 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.
- (n) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (o) To procure the Company to be registered or recognised in any part of the world.
- (p) 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.
- (q) 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.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. 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.

5. The income and property whatsoever and wheresoever derived of the Company shall be applied solely towards the promotion of the objects of the Company as herein set forth and no part thereof shall be paid or transferred either directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Members of the Company but so that nothing herein contained shall prevent the payment in good faith of remuneration to any Director, Officer or Servant of the Company or to any Member of the Company in return for services rendered to the Company.
6. The liability of the Members is limited.
7. The share capital of the Company is £100 divided into 100 shares of One pound 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
------------------------------------	-------------------------------------------------

STEPHEN CONRAD POTTER
The Old Schoolhouse,
Bayford Green,
Bayford, Hertford
SG13 8PU

ONE

Surveyor

WAYNE MORRIS HARRISON
12 Ackworth Close,
Tramway Gardens,
London N9 8PJ

ONE

Sales & Marketing Director

RICHARD ALEXANDER KESSEL
42 Osprey Close,
Falcon Way,
Watford, WD2 4XR

ONE

Financial Controller

Dated the 12th day of December 1994

Witness to the above Signatures:-

LOUISE BRAND
Bayfordbury
Lower Hatfield Road
Hertford SG13 8EE

Solicitor

ARTICLES OF ASSOCIATION



OF

PUCKERIDGE MOBILE HOMES MANAGEMENT CO. LIMITED

PRELIMINARY

1. The Regulations contained or incorporated in Table A in The Companies (Table A to F) Regulation 1985 (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.

2. In these Articles:-

"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.

"the seal" means the Common Seal of the Company;

"Secretary" means the person appointed to perform the duties of the Secretary of the Company;

"the United Kingdom" means Great Britain and Northern Ireland;

"the Development" shall have the meaning assigned to it under the Memorandum of Association but shall also include any other land or premises for the time being also owned or managed by the Company;

"the office" means the registered office of the Company;

"month" means calendar month;

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

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

3. (a) The subscribers to the Memorandum of Association of the Company shall be duly registered as Members of the Company in respect of the shares for which they have signed such Memorandum.

(b) The Directors are unconditionally authorised for the purposes of Section 80 of the Act to allot shares up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation.

(c) Section 91 of the Act shall apply to the Company.

(d) On each transfer of shares the Company shall be entitled before accepting registration of the transfer to make a registration charge of One Pound or such greater sum as the Company in General Meeting shall resolve.

4. If a Member shall die or be adjudged bankrupt, his legal personal representative or representatives or the trustee in his bankruptcy shall be entitled to be registered as a Member of the Company.
5. Clause 24 in Table A shall not apply to the Company.

GENERAL MEETINGS AND RESOLUTIONS

6. Every notice convening a General Meeting shall comply with the provisions of Section 372(2) 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 Auditor for the time being of the Company.
7. Clause 41 in Table A shall be read and construed as if the words "and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the Meeting shall be dissolved" were added at the end.
8. On a show of hands and on a poll every Member present in person or by proxy shall have one vote in respect of their individual dwelling.
9. A resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporation by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents

in like form each signed by one or more of such Members and Clause 63 in Table A shall not apply to the Company.

DIRECTORS

10. (a) Clause 64 in Table A shall not apply to the Company.
(b) The number of the Directors shall be determined by the Company in General Meeting but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one.
11. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Table A shall be modified accordingly.
12. Clause 87 in Table A shall not apply to the Company.
13. It shall not be necessary for Directors to sign their names in any book which may be kept for the purpose of recording attendance at meetings.
14. A resolution in writing pursuant to Clause 93 in Table A may consist of two or more documents in like form each signed by one or more of the Directors in such Clause referred to and the said Clause 93 shall be modified accordingly.

BORROWING POWERS

15. 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 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.

ACCOUNTS

16. The Directors shall cause accounting records to be kept in accordance with Section 221 of the Act.

INDEMNITY

17. (a) Every Director or other officer 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, in which judgment is given in his favour or in

which he is acquitted or in connection with any application under Section 448 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) Accordingly, Clause 118 in Table A shall not apply to the Company.

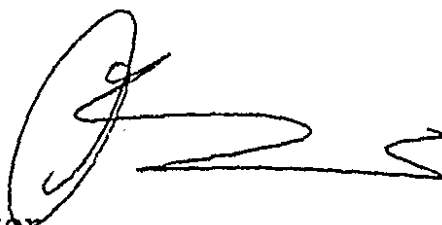
NAMES AND ADDRESSES OF SUBSCRIBERS

STEPHEN CONRAD POTTER
The Old Schoolhouse,
Bayford Green,
Bayford, Hertford
SG13 8PU



Surveyor

WAYNE MORRIS HARRISON
12 Ackworth Close,
Tramway Gardens,
London N9 8PJ



Sales & Marketing Director

RICHARD ALEXANDER KESSEL
42 Osprey Close,
Falcon Way,
Watford, WD2 4XR



Financial Controller

Dated the 12th day of December 1994

Witness to the above Signatures:-

LOUISE BRAND
Bayfordbury
Lower Hatfield Road
Hertford SG13 8EE

SOLICITOR



**Notice of accounting reference date**
(to be delivered within 9 months of incorporation)Please do not
write in
this marginPursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

Company number

3006339

* Insert full name
of company

Name of company

PUCKERIDGE MOBILE HOMES MANAGEMENT
CO LIMITEDgives 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

31 12

5 April
Day Month

05 04

30 June
Day Month

30 06

31 December
Day Month

31 12

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

Signed

Designation:

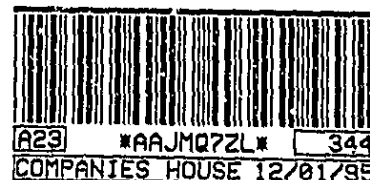
SECRETARY

Date

10/1/95

Presenter's name address
telephone number and reference (if any):RIALTO HOMES plc
BAYFORDBURY
LOWER HATFIELD ROAD
VERTFORD
SQ13 8EEFor official use
D.E.B.

Post room

A23 *AAJMQ7ZL* 344
COMPANIES HOUSE 12/01/95