

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN SPECIAL RESOLUTION

of

ROUSE KENT (1 TOWER VIEW) LIMITED ('Compa ny')

(Company Number 03171624)

30th May 2008

By written special resolution of the above-named Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions were duly passed as special resolutions.

SPECIAL RESOLUTION

That in light of section 270 of the Companies Act 2006, that the articles of association of the Company be altered by deleting Article 17 and for the remainder of the articles of association to be renumbered accordingly

This is hereby certified to be a true copy of the Written Special Resolution signed by the requisite majority of members of the Company on 30th May 2008.

N. Planty

Chairperson

FRIDAY



A22 *ATADU0J3* 308
13/06/2008
COMPANIES HOUSE

THE COMPANIES ACTS 1985-1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

ROUSE KENT (1 TOWER VIEW) LIMITED

Amended by written resolution on 30th May 2008

PRELIMINARY

- 1 The Company is a Private Company within the meaning of Section 1(3) of the Companies Act 1985. Accordingly the Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company or allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of the shares or debentures being offered for sale to the public. Subject as hereinafter provided the Regulations set out in Table "A" in the Companies (Tables A to F) Regulations 1985 shall apply to this Company.
- 2 The following Articles of Table "A" shall not apply to this Company, *videlicet* - 24, 37, 40, 46, 50, 53, 73, 74, 75, 81, 94 and the last sentence of Article 79.

SHARE CAPITAL

- 3 The Directors of the Company shall within a period of five years from the date of incorporation of the Company be entitled to exercise the Company's power to allot, grant options over or otherwise dispose of the entire amount of the original share capital of the Company. The Members of the Company shall have power from time to time by Ordinary Resolution to renew or revoke the Directors' exercise of the Company's power to allot, grant options over or otherwise dispose of any shares in the capital of the Company.
- 4 (a) Sections 89(1), 90(1) to (5) and Section 90(6) of the Companies Act 1985 shall not apply in relation to the issue of any equity securities by the Company but in substitution therefor the provisions of sub-paragraph (b) of this Article shall apply.
 - (b) Save as otherwise direct by the Company in General Meeting, any new shares from time to time to be created shall before they are issued be offered to the Members in proportion as nearly as possible to the numbers of shares held by them. Any such

offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of such time any shares not accepted and any shares which, by reason of the ratio which the shares to be issued bear to the shares held by persons entitled to an offer thereof, cannot, in the opinion of the Directors, conveniently be offered under this Article, shall be at the disposal of the Directors who may allot, grant option over, or otherwise dispose of the same to such persons at such time and on such terms as they think proper

- 5 Subject to the provisions of the Companies Act 1985 including Section 159 and 171 thereof, the Company shall have power to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder on such terms and in such manner as may be prescribed by these Articles
- 6 Subject to the provisions of the Companies Act 1985 including Sections 162 and 171 to 175 thereof, the Company may purchase its own shares including any redeemable shares

SHARE CERTIFICATES

- 7 Every share certificate may, if the Company has a seal, be sealed with the seal, and shall otherwise be signed by a Director and the Secretary, or by two Directors and be expressed to be executed by the Company and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up thereon, and Article 6 of Table A shall be modified accordingly

LIEN

- 8 The lien conferred by Article 8 in Table A shall also attach to fully paid up shares and dividends and to all shares registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or one of two or more joint holders thereof

TRANSFER OF SHARES

9. A member desiring to transfer shares other than to the Company pursuant to Article 6 hereof shall give notice in writing handed personally or sent by registered or recorded delivery post to their correct and last known address of such intention to the Company, the Directors and all the shareholders of the Company giving particulars of

the shares in question. The Directors as agent for the Member giving such notice may dispose of such shares or any of them to Members of the Company in a direct and pro rata proportion to their existing holdings at a price to be agreed between the Transferor and the Directors, or failing agreement at a price fixed by the Auditors of the Company as a fair value thereof. If within twenty-eight days of the date of the said notice the Directors are unable to find a Member or Members willing to purchase all such shares on such condition the Transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice but the Directors may in their absolute discretion and without assigning any reason therefore decline to register any such transfer whether or not it is in respect of a fully paid up share or shares.

CHANGE TO ARTICLES OF ASSOCIATION ADOPTED 25/03/02

9A Notwithstanding anything otherwise provided in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise), the directors shall not decline to register any transfer of shares nor suspend registration thereof

(a) where such transfer is in favour of a bank or any nominee of a bank and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of the bank, or

(b) where such transfer is by or on behalf of a bank or any nominee of a bank in favour of any third party upon disposal or realisation of shares following the bank having become entitled to exercise or enforce its rights under any such mortgage, charge, and/or call or other option

and a certificate by an officer of the bank that the relevant transfer is within paragraph (a) and (b) above shall be conclusive evidence of that fact

GENERAL MEETINGS

10 The Directors may call General Meetings and, on the requisition of Members pursuant to the provision of the Companies Act 1985, shall forthwith proceed to convene an Extraordinary General Meeting for a date not more than twenty-eight days after the date of the notice convening the meeting. If there are not within the United Kingdom sufficient Directors to call a General Meeting, any Director or any Member of the Company may call a General meeting

- 11 Article 38 of Table A shall be read and construed as if the words "ninety-five per cent" were followed by the words "(or such lesser percentage, not being less than ninety per cent, as may be determined by Resolution of the Company in General Meeting in accordance with Section 379A of the Companies Act 1985)".

PROCEEDING AT GENERAL MEETINGS

- 12 At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or any Member in person or by proxy. Unless a poll is so demanded, a declaration by the Chairman that a Resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn. In the event of an equality of votes, the Chairman shall not have a second or casting vote.

DIRECTORS

13. Article 64 of Table A shall apply, with the exception of the words "but shall not be less than two", and accordingly there may be a sole Director. If and so long as there is a sole Director, such Director may act alone in exercising all powers and authorities by Table A or those Articles vested in the Directors generally. The first Directors of the Company shall be the person or persons named in the Statement delivered to the Registrar of Companies prior to the formation of the Company pursuant to Section 10(2) of the Companies Act 1985 and deemed to be appointed Directors accordingly. No Director shall be subject to retirement by rotation.
- 14 The Company shall not be subject to Section 293 of the Companies Act 1985 and accordingly any person may be appointed or elected as a Director whatever his age and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.
15. In the case of any equality of votes at any Director's Meeting, the Chairman of the Meeting shall not have a second or casting vote and Article 88 of Table A shall be modified accordingly.

- 16 Subject to the provisions of Section 317 of the Companies Act 1985, a Director may contract with the Company and participate in the profits of any contracts or arrangements as if he were not a Director. A Director shall also be capable of voting in respect of such contracts or arrangements, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company, or in respect of the terms thereof and may be counted in the quorum at any Meeting at which any such matter is considered

BORROWING POWERS OF THE DIRECTORS

- 17 The Directors of the Company 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 or uncalled capital, or any part thereof, and, subject to Section 80 of the Companies Act 1985, 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

- 18 Any Director may in writing appoint any person to be his alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed to him. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

THE SEAL

- 19 Article 101 of Table A shall be read and construed as if the words "The Seal" were followed by the words "if any".

INDEMNITY

- 20 Subject to Section 310 of the Companies Act 1985 and in addition to such indemnity as is contained in Clause 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 incurred by him in the execution and discharge of his duties or in relation thereto

DISQUALIFICATION OF DIRECTORS

21 The office of a Director shall be vacated:

- (1) If any notice in writing to the Company he resigns the office of Director
- (2) If he ceases to be a Director by virtue of Section 291 of the Companies Act 1985
- (3) If he becomes bankrupt or insolvent or enters into any arrangements with his creditors
- (4) If he becomes of unsound mind
- (5) If he is prohibited from being a Director by an order made under the Company Directors Disqualification Act 1986
- (6) If he is removed from office by a Resolution duly passed under Section 303 of the Companies Act 1985

Names, addresses and description of subscribers.

David Parry
54/58 Caledonian Road
London
N1 9RN

Company Registration Agent

John Fake
54/58 Caledonian Road
London
N1 9RN

Company Registration Agent

Dated 1st February 1996

Witness to the above signatures

Darren Cooper
54/58 Caledonian Road
London
N1 9RN