FILE COPY

CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY

Company No. 3330191

The Registrar of Companies for England and Wales hereby certifies that
ESTATE LINK 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 10th March 1997

N033301917

MRS. L. PARRY

For the Registrar of Companies

COMPANIES HOUSE

HC007B

12

OYEZ

Please complete in typescript, or in bold black capitals.

Declaration on Application for Registration

F0120C10

Company Name in full: ESTATE LINK LIMITED

I, RUPERT WILLIAM DRURY

of THORN HOUSE, TERRINGTON

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 of the Companies Act 1985]† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

†Please delete as appropriate.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at Helmsley North Yorkshire

the 28TH day of FEBRUARY

One thousand nine hundred and ninety SEVEN

*Please print name.

before me* JOHN RICHARD LANG

Signed

ROULIT, FARRELL & BLADON
SOLICITORS
4 BONDGATE
HELMSLEY
YORK YO6 5BS
TEL 01439 770207
FAX 01439 771650
DX 65757 HELMSLEY

Date 28/02/97

~~A Commissioner for Oaths or Notary Public or Justice of the Peace~~ or Solicitor

Please give the name, address, telephone number, and if available, a DX number and Exchange of the person Companies House should contact if there is any query.

CHERRY DRURY, THORN HOUSE, TERRINGTON, YORK, YO6 4PJ

Tel 01653 648247

DX number DX exchange

A34 *AI271TOJ* 127
COMPANIES HOUSE 03/03/97

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ
for companies registered in England and Wales **DX 33050 Cardiff**
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**

10

OYEZ

First Directors and Secretary and Intended Situation of Registered Office

Please complete in typescript, or in bold black capitals.

Notes on completion appear on final page.

F0100C10

Company Name in full ESTATE LINK LIMITED

Proposed Registered Office
(PO Box numbers only, are not acceptable)

THORN HOUSE
TERRINGTON

Post town YORK

County/Region N. YORKS. Postcode YO6 4PJ

If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address.

Agent's Name

Address

Post town

County/Region Postcode

Number of continuation sheets attached.

Please give the name, address, telephone number, and if available, a DX number and Exchange of the person Companies House should contact if there is any query.

CHERYL DRURY, THORN HOUSE,
TERRINGTON, YORK
YO6 4PJ Tel 01653 648247

DX number DX exchange

A34 *AI272TOK* 128
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or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**

[P.T.O.

Company Secretary (see notes 1–5)

Company Name: ESTATE LINK LIMITED

*Voluntary details.

NAME

*Style/Title: MRS *Honours etc.:

Forename(s): CHERYL JAYNE

Surname: DRURY

Previous forename(s):

Previous surname(s):

Address

Usual residential address
For a corporation, give the registered or principal office address.

THORN HOUSE

Post town: TERRINGTON YORK

County/Region: N YORKS Postcode: YO6 4PJ

Country: ENGLAND

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

Consent signature **Date** 28/2/97

Directors (see notes 1–5)

Please list directors in alphabetical order.

NAME

*Style/Title: MR *Honours etc.:

Forename(s): RUPERT WILLIAM

Surname: DRURY

Previous forename(s):

Previous surname(s):

Address

Usual residential address
For a corporation, give the registered or principal office address.

THORN HOUSE

TERRINGTON

Post town: YORK

County/Region: N YORKS Postcode: YO6 4PJ

Country:

Date of birth Day 16 Month 09 Year 65 **Nationality** BRITISH

Business occupation CHARTERED SURVEYOR

Other directorships NONE

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

Consent signature **Date** 28/02/97

Directors (continued) (see notes 1–5)

NAME *Style/Title | *Honours etc.

*Voluntary details.

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address
For a corporation, give the registered or principal office address.

Post town

County/Region | Postcode

Country

Date of birth Day Month Year | **Nationality**

Business occupation

Other directorships

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

Consent signature | **Date**

This section must be signed by

Either an agent on behalf of all subscribers

Signed | **Date**

Or the subscribers (i.e. those who signed as members on the memorandum of association).

Signed | **Date** 28/02/97

Signed | **Date**

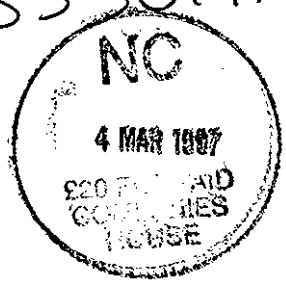
Signed | **Date**

Signed | **Date**

Signed | **Date**

Signed | **Date**

3330191



THE COMPANIES ACTS 1985 & 1989
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF
Estate Link Limited

1. The Company's name is Estate Link Limited.

2. The Company's registered office is to be situated in England and Wales.

3. The Company's objects are:-

(a) To carry on business as a general commercial company.

(b) To carry on any other trade or business of any description which may seem to the Company capable of being advantageously carried on in connection with or ancillary to or which is calculated directly or indirectly to benefit or enhance the value or render more profitable any of the property, rights or businesses of the Company.

(c) To purchase or by any other means acquire any freehold, leasehold or other property for any estate or interest whatever and any rights or privileges of any kind over or in respect of any property and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.

(d) To 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, licenses, copyrights, secret processes, trade mark's, designs, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licenses 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.

(e) 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 limiting competition, or for mutual assistance with 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 bold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

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

(g) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.

(h) To lend or advance money or give credit to any persons, firms or companies upon such terms and with or without security and subject to such conditions as may seem desirable and in particular to customers and others having dealings with the Company and to give guarantees or become security for any such persons firms or companies.

(i) To borrow and raise money in any manner, as the Company shall think fit, and in particular by the issue of debentures or debenture stock 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.

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

(k) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) or any corporations, companies or persons, 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, corporation, company or person, any charters, contracts, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

(1) To subscribe for, take, purchase, or otherwise acquire and hold shares, stock or other interests in or obligations of any other company or corporation.

(m) To promote any other company for the purpose of acquiring all or any of the 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, let, license, develop or otherwise deal with the whole or any part of the undertaking of the Company, either together or in portions upon such terms, as the Company may think fit, with power to accept 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, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub- contractors or others.

(p) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment subject to the provisions of the Companies Act 1985 (or any statutory modification or re-enactment thereof) to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise.

(q) To pay out of the funds of the Company all costs and expenses of or incidental to 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.

(r) To purchase and maintain insurance policies to indemnify the officers and auditor of the Company against any costs, expenses and liabilities arising from negligence, default, breach of duty or trust incurred by them in discharge of their duties or in relation thereto.

(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; to remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of any persons who are or were at any time in the employment or service of the Company or of any company for the time being the Company's holding company or subsidiary company as defined by Section 736 of the Companies Act 1985 or otherwise associated with the Company in business and the wives, widows, families and dependants of any such persons; to make payments towards insurance; 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 as aforesaid and of their wives, widows, families and dependants, and to set up, establish, support and maintain profit sharing, share option or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding company and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained.

(t) To distribute any property of the Company in specie among the members.

(u) 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 it is hereby declared that

i) None of the objects set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such object, and the foregoing sub-clauses shall be construed independently of each other, except where the context expressly so requires and none of the objects therein mentioned shall he deemed to be merely subsidiary or ancillary to the objects contained in any other sub-clause; and

ii) The Company shall have as lull a power to exercise each and every one of the objects specified in each sub-clause of this clause as though each such sub-clause contained the objects of a separate company; and

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

4. The liability of the members is limited.

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

I, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and I agree to take the number of shares shown opposite my name.

Name and address of the subscriber and number of shares taken by the subscriber	
Rupert William Drury Thorn House Terrington York Y06 4PJ	1,000

Date 28/02/97

Witness to the above signature

John Lane
Rollit Farrell & Bladon
4 Bondgate
Helmsley
York
Y06 5BS

THE COMPANIES ACTS 1985 & 1989
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF
Estate Link Limited

PRELIMINARY

1. (a) Subject as hereinafter provided the Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to 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) Directors shall have full control of shares which are comprised in the authorised share capital with which the Company is incorporated and may allot relevant securities (as defined in Section 80(2) of the Act) as authorised from time to time by the Company, and during the period of five years commencing with the date of incorporation the Directors shall have authority to allot relevant securities to such persons and for such consideration and upon such terms and conditions as they may determine provided that the nominal value of the relevant securities allotted shall not exceed the authorised but unissued share capital of the Company for the time being, and after the period of five years commencing with the date of incorporation of the Company the Directors may allot any relevant securities 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 be renewed, revoked or varied by Ordinary Resolution of the Company.

(b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (0) shall have effect subject to Sections 80, 80A and 379A of the Act.

(c) In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

SHARES

3. The lien conferred by Regulation 8 in Table A shall attach to all shares whether fully paid or not and to all shares standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders. Regulation 8 in Table A shall be modified accordingly.

GENERAL MEETINGS AND RESOLUTIONS

4. (a) Regulations 40 and 41 of Table A shall not apply to the Company.

(b) No business shall be transacted at any General Meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum, unless the Company has only one member in which case one member present in person or by proxy shall be a quorum.

(c) 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.

(d) In addition to the requirements of Regulation 100 of Table A, the directors shall also insert in the minute book of the Company:

(i) a memorandum of all decisions taken by a sole member when the Company has only one member which may have been taken by the Company in General Meeting and which have effect as if agreed in General Meeting; and

(ii) all written resolutions passed by the Company.

APPOINTMENT OF DIRECTORS

5. (a) Regulation 64 in Table A shall not apply to else Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution 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 one. Whensoever the minimum number of the Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Regulation 89 in Table A shall be modified accordingly.

(c) No Director shall be liable to retire by rotation and Regulations 73 to 77 (inclusive) and Regulation 80 in Table A shall not apply to the Company. In Regulation 78 the words "and may also determine the rotation in which any additional directors are to retire" shall be deleted.

BORROWING POWERS

6. The Directors may exercise all the powers of the Company to borrow money of unlimited 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, 80A and 379A of the Act to grant any mortgage, charge or 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

7. An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that lie 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 Regulation 66 in Table A shall be modified accordingly.

DISQUALIFICATION OF DIRECTORS

8. A Director shall be required to vacate his office if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and Regulation 81 in Table A shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

9. (a) At any meeting of the Directors or of any committee of the Directors subject to disclosing his interest therein a Director may vote on any resolution notwithstanding that it in anyway concerns or relates to a matter in which lie has, directly or indirectly any kind of interest whatsoever, and if lie shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid lie shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the Meeting. Regulations 94 to 98 inclusive of Table A shall be construed accordingly.

(b) Any director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference telephone or other means of telephone radio or televisual communication whereby all the persons participating in the meeting can bear each other and any Director or member of a committee participating iii such a meeting will be deemed to be present in person at such meeting.

INDEMNITY

10. 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 or the proceeds of any insurance policy effected by the Company for such purpose against all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

SHARE CERTIFICATE

11. In the second sentence of Regulation 6 of 'fable A the words 'shall be sealed with the seal and' shall be deleted. Each share certificate shall only be issued by authority of the directors, or of a committee of the directors authorised by the directors, and shall bear the signature of one director and the company secretary or a second director.

COMPANY SEAL

12. Regulation 101 of Table A shall not apply to the Company. The company shall not be required to, but may, at the discretion of the Directors, keep a common seal. If such a seal is kept, it shall only be used by the authority of the Directors, or of a committee of the Directors authorised by the Directors, and 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 the secretary or a second director.

TRANSFER OF SHARES

13. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share, and the first sentence of Regulation 24 in Table A shall not apply to the Company.

Names and Addresses of Subscriber

Rupert William Drury
Thorn House
Terrington
York
Y06 4PJ

Dated 28/02/97

Witness to the above signature

John Lane
Rollit Farrell & Bladon
4 Bondgate
Helmsley
York
Y06 5BS