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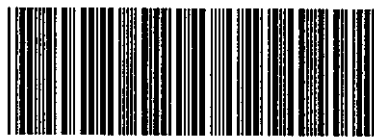
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3453286

The Registrar of Companies for England and Wales hereby certifies that
CITY PROPERTIES MANAGEMENT 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 21st October 1997



N03453286I

SA S. S. S.
SASTENING

For the Registrar of Companies



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

HC007B



COMPANIES HOUSE

Please complete in typescript,
or in bold black capitals.

12

Declaration on application for registration

Company Name in full



F012001J

CITY PROPERTIES MANAGEMENT LIMITED

I, Adrian Mandel signing on behalf of Semken Limited
of The Studio, St Nicholas Close, Elstree, Herts

† Please delete as appropriate.

do solemnly and sincerely declare that I am a ~~Subsidiary engaged in the~~ ^{WD6 3EW} ~~person named as director or secretary of the~~ ^{formal director of the company} 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.

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 13 Park View Road, Finchley, London N3 2JB

the 14th day of OCTOBER

One thousand nine hundred and ninety

SEVEN

● Please print name.

before me ●

Suzette Newman
S. Newman & Co

Signed

Date

14/10/97

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.

Tel
DX number DX exchange

Companies House receipt date barcode

Form revised March 1995

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

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



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

Please complete in typescript,
or in bold black capitals.

**First directors and secretary and intended situation of
registered office**

Notes on completion appear on final page

Company Name in full

CITY PROPERTIES MANAGEMENT LIMITED



* F 0 1 0 0 0 1 H *

Proposed Registered Office

(PO Box numbers only, are not acceptable)

The Studio

St. Nicholas Close

Post town

Elstree

County / Region

Herts

Postcode

WD6 3EW

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.

X

Agent's Name

Quick Company Formations

Address

The Studio

St Nicholas Close

Post town

Elstree

County / Region

Herts

Postcode

WD6 3EW

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.

Quick Company Formations

address as above

Tel 0181 207 5855

DX number

DX exchange

Companies House receipt date barcode

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or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

* Voluntary details

Company name

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Semken Limited

Previous forename(s)

Previous surname(s)

Address

The Studio

Usual residential address

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

St Nicholas Close

Post town

Elstree

County / Region

Herts

Postcode

WD6 3EW

Country

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

Consent signature

for & on behalf of Semken Ltd.

Date

14/10/97

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Lufmer Limited

Previous forename(s)

Previous surname(s)

Address

The Studio

Usual residential address

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

St Nicholas Close

Post town

Elstree

County / Region

Herts

Postcode

WD6 3EW

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

for & on behalf of Lufmer Ltd.

Date

14/10/97

Directors (continued) (see notes 1-5)

NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>
* Voluntary details	Forename(s)	<input type="text"/>		
	Surname	<input type="text"/>		
	Previous forename(s)	<input type="text"/>		
	Previous surname(s)	<input type="text"/>		
Address	<input type="text"/>			
Usual residential address	<input type="text"/>			
For a corporation, give the registered or principal office address.	Post town	<input type="text"/>		
	County / Region	<input type="text"/>	Postcode	<input type="text"/>
	Country	<input type="text"/>		
	Day	Month	Year	
Date of birth	<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality <input type="text"/>
Business occupation	<input type="text"/>			
Other directorships	<input type="text"/>			
	<input type="text"/>			
	I consent to act as director of the company named on page 1			
Consent signature	<input type="text"/>		Date	<input type="text"/>

This section must be signed by			
<i>Either</i>			
an agent on behalf of all subscribers	Signed	<input type="text" value="Signature"/>	Date <input type="text" value="14/10/97"/>
Or the subscribers	Signed	<input type="text"/>	Date <input type="text"/>
(i.e those who signed as members on the memorandum of association).	Signed	<input type="text"/>	Date <input type="text"/>
	Signed	<input type="text"/>	Date <input type="text"/>
	Signed	<input type="text"/>	Date <input type="text"/>
	Signed	<input type="text"/>	Date <input type="text"/>
	Signed	<input type="text"/>	Date <input type="text"/>

The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES



MEMORANDUM of ASSOCIATION

of

CITY PROPERTIES MANAGEMENT

LIMITED

1. The Company's name is CITY PROPERTIES MANAGEMENT LIMITED

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

3. The objects of the company are:-

(a) to carry on all or any of the businesses of estate agents and property investors, and to acquire by lease, purchase, concession, grant, license, or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases and any other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same; and to vary any of the investments of the Company, construct, reconstruct, improve, alter, decorate, furnish or maintain offices, houses, flats, apartments, service suites, hotels, shops, factories, warehouses, buildings, garages, works and conveniences of all kinds, to consolidate or connect or subdivide properties and to lease or otherwise dispose of the same, and to advance money and to enter into contracts with builders, tenants and others and generally to finance building operations of every description; and to manage any land, buildings or other property as aforesaid, whether belonging to the Company or not, and to collect rents and income; and to undertake and provide management, administration and consultancy services of all kinds, to act as nominee, trustee, agent, factor, broker, executor, administrator, receiver for or otherwise on behalf of Companies, firms or persons, and to enter into, assist, or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses

of every description, and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account; to carry on all or any of the businesses of land, estate and property developers, repairers and jobbers, and managers, rent collectors, mortgage and insurance brokers and agents, surveyors, valuers and auctioneers, builders and contractors, public works and civil engineering contractors, builders merchants, plant hire specialists and contractors, merchants of and dealers in building materials, plant, machinery, vehicles and appliances of all kinds, painters, decorators, plumbers, haulage and transport contractors, garage proprietors, civil, mechanical, motor, electrical and general engineers, general merchants, agents and traders; to buy, sell, manufacture, repair or otherwise deal in articles and things capable of being used for the purpose of the foregoing businesses or any of them, or likely to be required by customers of or any persons having dealings with the Company; and to act as merchants generally, in any part of the world.

(b) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

(c) To purchase, take on lease or in exchange, hire or otherwise acquire or hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patent rights, licenses, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purpose of or in connection with the Company's business or any branch or department thereof.

(d) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(e) To borrow or raise or secure the payment of money for the purpose of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(f) To mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(g) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of any other person, firm or company whether a customer of the Company or otherwise, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.

(h) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

(i) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or of any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary or to the dependents or any member of the family of such persons, and to contribute to any fund and pay premiums for the purpose or provision of any such benefit and to establish and support, or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or any other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company or any such subsidiary.

(j) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.

(k) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.

(l) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(m) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(n) To amalgamate with or enter into any partnership or arrangement for sharing profits, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.

(o) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of

which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.

(p) To sell, improve, manage, develop, turn to account exchange, let on rent, royalty, share of profits or otherwise, grant licenses, easements, and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(q) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

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

(s) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that:-

(A) the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether incorporated, registered, resident or domiciled in the United Kingdom or elsewhere,
and

(B) the objects of the Company specified in each of the foregoing paragraphs of this clause shall be distinct and separate objects of the Company and shall be no way limited by reference to any other paragraphs hereof or to the order in which the same occur, but shall be construed in as wide a sense as possible as if each of the said paragraphs defined the objects of a separate and distinct company.

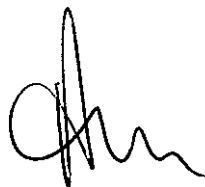
4. The liability of the members is limited.

5. The Company's share capital is £100, divided into 100 shares of £1.00 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 SUBSCRIBER	Number of shares taken by each Subscriber
--------------------------------	--

Lufmer Limited
The Studio,
St. Nicholas Close,
Elstree,
Hertfordshire WD6 3EW.



ONE

Dated 14 October, 1997

Witness to the above Signature:-

Andrew Oliver Goldsmith
The Studio,
St. Nicholas Close,
Elstree,
Hertfordshire WD6 3EW.



COMPANY LIMITED BY SHARES

ARTICLES of ASSOCIATION
of
CITY PROPERTIES MANAGEMENT
LIMITED

1. Subject as hereinafter provided, the regulations contained in Table A in The Companies (Tables A to F) 1985 (hereinafter referred to as "Table A") shall apply to the Company.

2. Regulations 8, 40, 64, 76, 77 and 113 of Table A shall not apply to the Company.

3. The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company 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 those shares or debentures being offered to the public,

4. At the date of adoption of these Articles the capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

5. (a) The Directors may subject to Article 6 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Companies Act 1985) of the Company to such persons and generally on such terms and conditions as the Directors think proper.

(b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 6 hereof and shall extend to the amount of the authorised capital of the Company upon its incorporation. The said authority will expire five years from the date of incorporation unless renewed, varied or revoked by the Company in general meeting in accordance with the said section 80.

(c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

6. (a) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 5 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offers shall be made by notice in writing specifying the number of shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or of receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and on such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

(b) By virtue of section 91(1) of the Companies Act 1985, sections 89(1) and 90(1) to 90(6) inclusive of that Act shall not apply to the Company.

7. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

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

9. In accordance with section 372(3) of the Companies Act of 1985 in every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company.

10. In Regulation 41 of Table A there shall be added at the end: "If at the end of any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved."

11. In the case of the Company having only one member the quorum at any General Meeting shall be that member or his proxy. In the case that there are two or more members, two members shall constitute a quorum.

12. Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and Table A and regulation 89 of Table A shall be modified accordingly. The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Companies Act 1985.

13. 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.

14. No person other than a Director retiring by rotation shall be elected a Director at any general meeting unless-

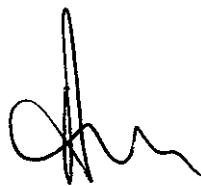
(i) he is recommended by the Directors; or

(ii) not less than fourteen or more than thirty-five days before the date of the meeting a notice in writing signed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.

15. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the holders of any class of shares in the capital of the Company.

NAMES AND ADDRESS OF SUBSCRIBER.

Lufner Limited
The Studio,
St. Nicholas Close,
Elstree,
Herts. WD6 3EW



Dated 14 October, 1997

Witness to the above Signature -

Andrew Oliver Goldsmith
The Studio,
St. Nicholas Close,
Elstree,
Herts. WD6 3EW

