## **FILE COPY**



# CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 3634057

The Registrar of Companies for England and Wales hereby certifies that PARKGATE (STREATHAM) MANAGEMENT COMPANY 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 17th September 1998



\*N03634057F\*

AL TURNER

For the Registrar of Companies



Please complete in typescript, or in bold black capitals.

Declaration on application for registration

Company Name in full PARKGATE (STREATHAM) MANAGEMENT COMPANY L -IMITED RICHARD BARRACLOUGH HEDGERLEY, FERRY LANE, ASTON, HENLEY ONTHAMES, OXON RG9 3DH 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 † Please delete as appropriate. company in the statement delivered to the Registrar under section 10 of the Companies Act 1985]<sup>†</sup> 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 day of One thousand nine hundred and ninety before me 0 O Please print name. Signed' Date A Commission for Wattis or Notary Public or Justice of the Peace Please give the name, address, D & D LAW AGENCY SOME OF LTD

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



Form revised March 1995

DX number LOE 386 LOND DECKAR REY LANE When you have completed and signed the form please send it to the Registrar of Companies at:

90/00 TEMPLE CARRESTS

TEMPLE AVENCE

LONDON, BOAY GAP

**FELEPHONE: (0171)** #33 6161

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

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

for companies registered in Scotland

DX 235 Edinburgh

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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	PARKGATE (STREATHAM) MANAGEMENT							
* F 0 1 0 0 0 1 H *	COMPANY LIMITED							
Proposed Registered Office (PO Box numbers only, are not acceptable)	COWLEY BUSINESS PARK							
Post town	UXBRIDGE							
County / Region	MIDDLESEX Postcode UB8 2AL							
f the memorandum is delivered by an agent or the subscriber(s) of the memorandum nark 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, elephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.	D & D LAW ASSENCY SONYCES LTD  SO/90 TENEPLE CHAMBERS  TENEPLE MIDELE LORDON EDAY CHP							
	DX number LONDOWCHANCERY LANE  When you have represented and signed the form places cond it to the							
	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							

KLO \*K5E8J9IL\* 2597 COMPANIES HOUSE 11/09/98

Form revised March 1995

for companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB for companies registered in Scotland DX 235 DX 235 Edinburgh

## Company Secretary (see notes 1-5)

	Co	mpany name	PARKGATE (STREATHAM) MANAGEMENT (DMPANY LIMITED							
	NAME	*Style / Title	MR			*Hono	urs etc			
* Voluntary details		Forename(s)	RICHAT	ZD.			· · · · · · · · · · · · · · · · · · ·			
		Surname	BARRACLOUGH							
	Previous	s forename(s)								
	Previou	ıs surname(s)								
,	HEDGERLEY, FERRY LANE									
Usual residential address For a corporation, give the			ASTON	1			,			
registered or principal o address.	office	Post town	HENLE							
	Co	unty / Region	OXOM				Postcode	RG9 3DH		
		Country	UK.							
			I consent to act as secretary of the company named on page 1							
	Consen	t signature		R	~/		Date	29/7/98		
<b>Directors</b> (see not Please list directors in		l order	1							
	NAME	*Style / Title	MR			*Hono	ours etc			
		Forename(s)	RICHA	RD						
		Surname	BARRACLOUGH							
	Previous	s forename(s)			•					
	Previou	ıs surname(s)								
	Address		HEDGERLEY FERRY LANE							
<i>Usual residential ad</i> For a corporation, give	the		ASTON							
registered or principal address.	ASTON  Post town  Country / Region  Country / Region  Country  Country  Consent signature  Post town  Consent signature  Post town  Consent signature  Post town  Consent signature  Post town  Apphabetical order  NAME *Style / Title  Forename(s)  Surname  Previous forename(s)  Previous surname(s)  Previous surname(s)  Address  HEDGERLEY, FERRY LANE  Post town  HENLEY ON THAMES  Country / Region  Country  U.K.  Day Month Year  Date of birth  Postcode  Post town  Date of birth  Postcode RG9 3D4  RG9 3D4  RG9 3D4  Postcode RG9 3D4  RG9 3D4  RG9 3D4  Postcode RG9 3D4  RG9 A4  RG9 A4									
	. Co	ounty / Region	OXON				Postcode	RG9 3DH		
	Country		U.K.							
			Day	Month	Year					
	Date of birth  Business occupation		25	03	55	National	lity BR	TISH		
			COMPANY SECRETARY							
	Other dire	ectorships	SCHEDULE ATTACHED							
						-				
			I consent to act as director of the company named on page 1							
	Consen	t signature		<i>P</i>	u-	1	Date	29/7/98		

Company Secretary (see notes 1-5)	Form 10 Continuation Sheet						
Company numb	er						
NAME *Style / Ti	*Honours etc						
* Voluntary details Forename	s)						
Surnar	ne						
Previous forename	s)						
Previous surname	s)						
Address							
Usual residential address							
For a corporation, give the registered or principal office Post tov	vn ·						
address.  County / Regi	Postcode .						
Coun	ту						
	I consent to act as secretary of the company named on page 1						
Consent signatur	e Date						
Directors (see notes 1-5)  Please list directors in alphabetical order							
NAME *Style / Ti	*Honours etc						
Forename	BAVID EDWARD						
Surnar	HINTON						
Previous forename	s)						
Previous surname	s)						
Address	31 LAMMAS CLOSE						
Usual residential address For a corporation, give the							
registered or principal office address. Post to	'N STAINES						
County / Regi	MIDDLESEX Postcode TWIS HXT						
Coun	ny U.K.						
	Day Month Year						
Date of birth	14 03 57 Nationality BRITISH						
Business occupation	ACCOUNTANT						
Other directorships	SCHEDULE ATTACHED						
	I consent to act as director of the company named on page 1						
Consent signatu	Date 29/7/98						

Form 10 Continuation Sheet

## Company Secretary (see notes 1-5)

	NAME	*Style / Title				*Hono	ours etc			
* Voluntary details		Forename(s)								
		Surname								
	Previous	s forename(s)								
	Previou	ıs surname(s)				,,,,,,				
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registered or principal address.	опісе	Post town								
	Co	ounty / Region					Postcod	е		
		Country								
			I consen	t to act as	secretar	y of the cor	npany nar	med on page 1		
	Consen	t signature					Date			
<b>Directors</b> (see no Please list directors in		l order								
	NAME	*Style / Title	*Honours etc							
		Forename(s)	TOM	MARS	HALL					
		Surname	NICHO	noen	٠.					
	Previous	s forename(s)								
	Previou	ıs surname(s)								
	Address		175 E	NGAD	INE ST	REET				
Usual residential ad For a corporation, give	the									
registered or principal address.	office	Post town	LOND	01						
	Co	unty / Region					Postcod	e Swis 5DU		
	Country		U.K.	. ,	:			*****		
			Day	Month	Year			and the state of t		
	Date of bi	rth	O8	06	65	National	ity BR	ITISH		
,	Business	occupation	DIREC	TOR						
	Other directorships			SCHEDULE ATTACHED						
					17					
	,				director	of the comp	pany name	ed on page 1		
	Consent	t signature		Min			Date	29/7/98		

## **DIRECTOR'S PARTICULARS**

Full Name: Richard Barraclough

Residential Address: Hedgerley, Ferry Lane

Aston

Henley on Thames Oxon RG9 3DH

Date of Birth: 25<sup>th</sup> March 1955

Business Occupation: Company Secretary

## **Particulars of Present Directorships**

Try Group PLC; Try Holdings Ltd; Try Management Services Ltd; Try Construction Ltd; T.Dormant No. 10; Try Build Ltd; T.Dormant No. 13; Try Plant Ltd; Try Homes Ltd; Try Homes Central Ltd; Try Group Services Ltd; T.Dormant No. 12; Try Premises Ltd; Try Central Property Ltd; Try Homes Hastings Ltd; Valley Court Management Co. (Leiston) Ltd; Cedar House Securities Ltd; Layfield Properties Ltd; Zoneprime Property Management Ltd; Lawford Lane Residents Ltd; Friern Park Ltd; Try Gracechurch Yiewsley Ltd; Marongate Properties Ltd; Turbo Plant Hire Ltd; Arnold & Nathan Ltd; Frank Jones (Builders) Limited; Ryder Seed Mews Management Limited; Chiswick Gate Management Limited

## Particulars of Past Directorships (date of resignation)

Blatchington Two Limited (21/06/88); Blatchington One Limited (12/09/89); Datatrak Limited (10/03/87); Wimpey Finance PLC (05/04/89); Awincorst Investments Limited (16/05/89); Dydelf Investments Limited (16/05/89); Wimpey Minerals Limited (24/07/89); Robert Hobbs Limited (24/07/89); British Smelter Constructions Limited (24/07/89); Blatchington Ten Limited (24/07/89); Wimpey Unox Limited (24/07/89); Moore Brothers (Quarries) Limited (01/08/89); Blatchington Eleven Limited (10/08/89); British Cameroon Ports Limited (21/11/89); Wimpey ME&C Overseas Limited (17/10/90); The Thompson-Martin Corporation Limited (20/12/90); George Wimpey International Limited (20/12/90); The Brightside Mechanical & Electrical Services Group Limited (20/12/90); Wimpey Engineering Limited (20/12/90); Wimpey Gulf Holdings Limited (20/12/90); Wimpey Offshore Engineers & Constructors Limited (20/12/90); W A Investments Limited (20/12/90); Anglo Roads Construction Limited (31/12/88); Blatchington Twelve Limited (14/01/88); Old Foundry Place Management Co. Ltd (04/06/92); T.Dormant No.1 Limited (21/09/93); T.Dormant No.3 Limited (21/01/93); T.Dormant No.4 Limited (21/01/93) T.Dormant No.5 Limited (03/02/93); Dormant No.6 Limited (21/01/93); T.Dormant No.7 Limited (21/01/93); T.Dormant No.8 Limited (21/01/93); T.Dormant No.9 Limited (21/01/93); Gemstar Developments Limited (29/06/93); Try Property Ltd (13/01/94); Meadow Brook Residents Ltd (12/07/94); Grosvenor Road Residents Ltd (26/10/94); Molasses House Management Company Limited (02/07/98); CNC Grand Union Ltd (1998)

July 1998



## **DIRECTOR'S PARTICULARS**

Full Name: David Edward Hinton

Residential Address: 31 Lammas Close

Staines

Middlesex TW18 4XT

**Date of Birth**: 14<sup>th</sup> March 1957

**Business Occupation:** Accountant

## **Particulars of Present Directorships**

Try Construction Limited; T.Dormant No. 10; T.Dormant No. 13; Try Homes Limited; Try Homes Central Limited; Laureates Walk Management Company Limited; The Pavilions Management Company (Aldwick) Limited; Cotton Row Management Company Limited; The Peninsula Barracks Management Company Limited; The Long Block Management Company Limited; Ryder Seed Mews Management Limited; Chiswick Gate Management Limited

## Particulars of Past Directorships (date of resignation)

T. Dormant No.5 Limited (3/2/93); Try Build Limited (4/4/95); Molasses House Management Company Limited (2/7/98)

## **DIRECTOR'S PARTICULARS**

Full Name:

**Tom Marshall Nicholson** 

**Residential Address:** 

175 Engadine Street

London SW18 5DU

Date of Birth:

8<sup>th</sup> June 1965

**Business Occupation:** 

Director

## **Particulars of Present Directorships**

Try Homes Limited; Ryder Seed Mews Management Limited; Chiswick Gate Management Limited

**Particulars of Past Directorships** 

Directors	(continued)	(see notes 1-5)							
•	NAME	*Style / Title		*	Honours e	etc			
* Voluntary details		Forename(s)							
		Surname						<del></del>	
	Previou	us forename(s)			· · · · · · · · · · · · · · · · · · ·				
	Previo	us surname(s)							
Address						<u></u>			
Usual residenti		[		<u> </u>				<u> </u>	
For a corporation registered or print address.		Post town						<del></del>	
address.	_	county / Region				stcode	=	<del>.</del>	
		Country					<u> </u>		
		Country	Day Month	Year	·				
	Date o	of birth		Na	tionality		<u></u>		
	Busin	ess occupation				<u> </u>			
	Other	directorships							
		- 1							
			I consent to act a	s director of the	e company	named	on page	1	
	Conse	nt signature				Date			
This section	n must be s			War Land					
Either an agent or	n behalf	D&DLAW Sich666	ASSIVE CHASS	DES LTD BRS		Date	29.	7.98	,
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	••	TELEP	HONE: (0171) 568 6161						
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Signed Signed Signed						Date			
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## **Notes**

 Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

#### Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

## Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

- Directors known by another description:
  - A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.
- 3. Directors details:
  - Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

- 4. Other directorships:
  - Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at all times during the past 5 years, when the person was a director, was:
  - dormant,
  - a parent company which wholly owned the company making the return,
  - a wholly owned subsidiary of the company making the return, or
  - another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

Use Form 10 continuation sheets
 or photocopies of page 2 to
 provide details of joint secretaries
 or additional directors and include
 the company's number.

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-OF-

## 40/2



## PARKGATE (STREATHAM) MANAGEMENT COMPANY LIMITED

- 1. The Company's name is "PARKGATE (STREATHAM) MANAGEMENT COMPANY LIMITED".
- 2. The Company's Registered Office is to be situate in England and Wales.
- 3. (a) The Company's objects are to acquire the leasehold property known as Parkgate, 9 Garrads Road, Streatham, London, SW16 (hereinafter referred to as "the property") and to hold the same as an investment for the benefit of the Owners of the Units comprised therein.
- (b) To enter into underleases of the Units within the property and to covenant to carry out the Company's obligations therein.
- (c) To manage the property aforesaid and to deal with the maintenance of the common accessway and forecourts, the communal gardens, together with the communal parking spaces and refuse areas, and to maintain and manage the structural parts and common areas of the buildings within the Property where the underleases of the Units so provide and generally to comply with the obligations in the underleases of the Units.
- (d) To acquire and deal with or invest in any property real or personal to carry on any trade or business and to erect any buildings and generally to do all acts and things which in the opinion of the Company or the Directors may be conveniently or profitably or usefully acquired or dealt with invested in carried on erected or done by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (e) To do all or any of the following acts or things, viz:- to pay all expenses of and incidental to the formation and registration of the Company; to sell, lease or dispose of any property of the Company; to draw, accept and negotiate negotiable instruments; to borrow money on the security of the undertaking or on all or any of the assets of the Company including uncalled capital, or without security; to invest monies of the Company in such manner as the Directors determine; to promote other Companies; to sell the undertaking of the Company for cash or any other consideration; to

distribute among the Members in specie any property of the Company or any proceeds of sale, disposal, or realisation 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.

- (f) To lend and advance money or give credit to such persons firms or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to give guarantees or become surety for any such persons firms or companies.
- (g) To do all such other things as are incidental to or conducive to the attainment of the above objects or any of them or as are calculated to enhance the value and beneficial advantage of the property aforesaid and the Units comprised therein.
- 4. The liability of the members is limited.
- 5. No person shall be admitted to membership of the Company other than the subscribers hereto and the Owners from time to time of the Units comprised in the property aforesaid. Section 17 of the Companies Act, 1985 shall not apply to this paragraph. A Unit shall mean an individual Unit of accomodation within the property comprising either a house or flat and "Owner" means the owner of an underleasehold interest in such Unit of more than 21 years.
- 6. The Company's share capital is £40 divided into 40 Shares of £1 each. The Shares in the original or any increased capital may be divided into several classes and there may be attached to any such class any preferential deferred or other special rights privileges conditions or restrictions as to dividend capital voting or otherwise.

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

TOM MARSHALL NICHOLSON 175 ENGADINE STREET LONDON SWIB 5DU

1 SHARE

DAVID EDWARD HINTON

31 LAMMAS CLOSE

STAINES

MIDDLESEX TWIS 4XT

1 SHARE

ONR

TOTAL SHARES TAKEN

2 (TWO)

DATED the 2nd day of Septende 1998. WITNESS to the above Signatures

MDWRIGHT

Harshall West Sursex

Folication

## THE COMPANIES ACTS 1985 AND 1989

## COMPANY LIMITED BY SHARES

## ARTICLES OF ASSOCIATION

-OF-

## PARKGATE (STREATHAM) MANAGEMENT COMPANY LIMITED

## PRELIMINARY

- 1. The Company shall be a Private Company within the meaning of the Companies Act, 1985 and the Regulations contained in Table "A" in the Schedule to the Companies (Table A to F) Regulations 1985 (hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby.
- 2.(a) The Clauses of Table A numbered 2, 3, 24, 32, 73 to 80 inclusive, 87, 89, 102 and 108 inclusive and 110 shall not apply and in lieu thereof and in addition to the remaining Clauses of Table A the following shall be the regulations of the Company.
- (b) In Regulation 4 of Table A the word "provisions" shall be substituted for the word "provision".
- (c) Regulation 41 of Table A shall apply to this Company as if the word "to" had been inserted between the words "or" and "such".
- (d) Regulation 115 of Table A shall apply to this Company with the exclusion of the words "unless the contrary is proved".

### **SHARES**

- 3. The Share Capital of the Company is £40 divided into 40 Shares of £1 each.
- 4. The lien conferred by Clause 8 of Table A shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.
- 5. The only persons eligible to be members of the Company shall be the subscribers to these Articles and the Owners of Units contained in the property known as Parkgate, 9 Garrads Road, Streatham, London, SW16 (hereinafter called "the Building") or their Personal Representatives and their Successors in Title. Save as aforesaid no shares may be allotted or issued except with the previous sanction of a Special Resolution of the Company in General Meeting.

- 6. Shares shall be transferred and may only be transferred upon or immediately before a change in the ownership of the Unit in respect of which they are held and to the person becoming or about to become upon such change the owner of the Unit.
- 7. The price to be paid on the transfer of shares shall in default of agreement between the Transferor and the Transferee be the nominal value of such shares.
- 8. If the holder of a share refuses or neglects to transfer it in accordance with these Articles the Chairman for the time being of the Directors or, failing him, one of the Directors duly nominated by resolution of the Board for that purpose, shall forthwith be deemed to be the duly appointed Attorney of that holder with full power in his name and on his behalf to execute complete and deliver a transfer of the share to the person to whom it should be transferred thereunder and the Company may receive and give a good discharge for the purchase money and enter the name of the Transferee in the Register of Members as the holder by transfer of that share.
- 9. If more than one person is jointly the owner of a Unit those persons shall jointly hold the corresponding share in the Company but shall have only one vote in right of such share whether as members or Directors which shall be cast by the Holder whose name first appears in the Register of Members.
- 10. Upon the death or bankruptcy of a member unless his Personal Representatives or Trustee in Bankruptcy shall within 90 days from such event execute a valid transfer or request for registration of the member's share to a permitted holder of the share including if applicable themselves, the Directors shall be empowered to authorise one of their number to execute a transfer to a permitted holder of the said share on behalf of those entitled to the same.
- 11. In the event of a permitted holder ceasing to be an Owner of a Unit contained in the Building (a) he shall not be entitled to exercise any of the powers of a member of the Company (b) he shall cease to be a Director of the Company and (c) in default of his executing a transfer of his share within one month after such event the Directors may authorise some person to transfer the share to any other person qualified to be the permitted holder thereof.

### **SECRETARY**

12. The First Secretary of the Company shall be the person named as the first Secretary of the Company in the statement delivered under Section 10 of the Companies Act, 1985.

#### **DIRECTORS**

- 13. The number of Directors shall not be less than one nor more than seven. The first Director or Directors of the Company shall be the person or persons named as the First Director or Directors of the Company in the statement delivered under Section 10 of the Companies Act, 1985. The qualification for a Director shall be the holding of one share in the Company. The Office of a Director shall be vacated if he shall cease to hold his share qualifications.
- 14. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.
- 15. The provisions of Table A as to appointment rotation and removal of Director shall not apply. All the members of the Company for the time being shall be eligible to be its Directors provided that a member being a body corporate shall not be a Director but shall appoint a natural person to be a Director and provided also that any one of any two or more joint holders of a share shall be entitled to hold office at any one time and in the case of such holders the first person named in the Register of Members of the Company shall be the Director.
- 16. Provided that any Director declares his interest in a contract or arrangement or a fresh contract or arrangement of the Company in manner provided by Section 317 of the Companies Act, 1985 such Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement where he has previously disclosed his interest to the Company or in respect of his appointment to any office or place of the relevant Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting of which any such matter is considered. Regulation 94 of Table A shall not apply to this Company.
- 17. The quorum necessary for the transaction of the business of the Directors shall be two.

## BORROWING POWERS OF DIRECTORS

18. The Directors 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 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 DIRECTOR

19. A Director may by writing appoint any person to be an alternate Director in his place. The person so appointed shall (a) not be required to hold any qualification share (b) shall be entitled to receive notices of and to attend and vote at Meetings of the Board (c) shall vacate his office when the appointor resolves his appointment or the appointor himself ceases for any reason to hold office as a Director. An appointment of an alternate Director under this Clause shall not prejudice the right of the appointor to receive notices of and to attend and vote at Meetings of the Board and the power of the alternate Director shall automatically be suspended during such time as the Director appointing him is himself present in person at a Meeting of the Board. Regulations 65 and 66 of Table A shall not apply to this Company.

#### **AUDITORS**

20. Auditors shall be appointed and their duties regulated in accordance with the Act.

#### NOTICES

21. The persons mentioned in Clause 116 of Table A (being the persons on whom the ownership of a share devolves as personal representatives or trustee in bankruptcy of a member) shall not, unless and until they become members of the Company, be entitled to receive notices of meetings of the Company.

## NAMES AND ADDRESSES OF SUBSCRIBERS

TOM MARSHALL NICHOLSON

175 ENGADINE STREET LONDON SWIB 5DU

DAVID EDWARD HINTON

31 LAMMAS CLOSE

STAINES

MIDDLESEX TWIS 4XT

DATED the 29 day of July 1998. WITNESS to the above Signatures

R BARRACION

CONET BUSINESS PARK

CONVEY SERVE

MIBOR UBSZAL