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HIGHGRADE PROPERTIES LIMITED

THE COMPANIES ACTS 1985 AND 1989

Registered number: 3705298

COPY resolution of the type and in the terms specified below as passed by the members of the Company named above at their extraordinary general meeting duly convened and held at The Studio, St Nicholas Close, Elstree, Herts WD6 3EW on 4th February 1999.

SPECIAL RESOLUTIONS

1. THAT the memorandum of association be abrogated and thereupon replaced by adopting the new memorandum submitted to this meeting and approved without amendment.
2. THAT the present articles of association be abrogated and thereupon replaced by adopting the new articles submitted to this meeting and approved without amendment.

For & on behalf of QA Nominees Ltd

Director

Dated 4th February 1999



The Companies Acts 1985 & 1989

COMPANY LIMITED BY SHARES

Memorandum and Articles

of
Association
of

HIGHGRADE PROPERTIES LIMITED

Company number 3705298

Incorporated the 1st day of February 1999

QUICK ACCESS FORMATIONS

The Studio, St. Nicholas Close,
Elstree, Herts. WD6 3EW.
Tel: 0181-207 5855 Fax: 0181-207 6702

COMPANY LIMITED BY SHARES

MEMORANDUM of ASSOCIATION

of

HIGHGRADE PROPERTIES

LIMITED

1. The Company's name is **HIGHGRADE PROPERTIES 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 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 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 £1000, divided into 1000 shares of £1.00 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 my name.

NAME AND ADDRESS OF SUBSCRIBER	Number of shares taken by each Subscriber
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QA Nominees Limited
The Studio,
St. Nicholas Close,
Elstree,
Hertfordshire WD6 3EW.

ONE

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

ONE

Dated 25th January 1999

Witness to the above Signature:-

Quick Access Formations plc
The Studio,
St. Nicholas Close,
Elstree,
Hertfordshire WD6 3EW.

COMPANY LIMITED BY SHARES

ARTICLES of ASSOCIATION
of
HIGHGRADE PROPERTIES
LIMITED

PRELIMINARY

1. The Regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 shall apply to the Company save that the following clauses are excluded or varied thereby viz., 24, 40, 46, 47, 48, 50, 64, 73-77 (incl.), 80, 94, 95 and 97.

PRIVATE COMPANY

2. The Company is a Private Company within the meaning of the Companies Act 1985 and any invitation to the public to subscribe for any shares or debentures of the Company is prohibited. The Company shall not have power to issue share warrants to bearer.

SHARES

3. (A) The Directors are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine up to the amount of the share capital of the Company during the period of five years from the date of incorporation. In accordance with Section 91 of the Companies Act 1985 sections 89(1) and 90(1)-(6) shall not apply to the Company.

(B) Subject to the statutes the Company may purchase any of its own shares, including any Redeemable shares whether out of capital or distributable profits.

(C) Subject to the statutes the Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholders.

LIEN

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.

TRANSFER OF SHARES

5. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company 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 the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, 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.

PROCEEDINGS AT GENERAL MEETINGS

6. At any General Meeting a resolution put to the vote in 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 by any member present in person or by proxy. Unless a poll be 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 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.
7. 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.

DIRECTORS

8. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than ten.
9. A person may be appointed a Director notwithstanding that he shall have attained the age of seventy years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

10. Subject to the provisions of Section 317 of the Companies Act 1985, a Director may contract with and participate in 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 profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS

11. 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 a security for any debt liability or obligation of the Company or of any third party.

INDEMNITY

12. 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.

NAMES AND ADDRESS OF SUBSCRIBERS

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

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

Dated 25th January 1999

Witness to the above Signature -

Quick Access Formations plc
The Studio,
St. Nicholas Close,
Elstree,
Herts. WD6 3EW