

FILE COPY



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

Company No. 3819472

The Registrar of Companies for England and Wales hereby certifies that

WY (WOODLAND PARK) LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, London, the 30th July 1999



N03819472L

N. Richards.
MR. N. RICHARDS

For The Registrar Of Companies



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

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

03819472

Company Name in full

WY (WOODLAND PARK) LIMITED



* F 0 1 2 0 F 1 0 *

I, JUSTINE FOWLER

of ST ANDREW'S HOUSE, 20 ST ANDREW STREET, LONDON EC4A 3TL

† Please delete as appropriate.

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.

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

the

76 STACE LANE LONDON EC4A 1JB

the Twentieth day of

One thousand nine hundred and ninety

Nine

● Please print name.

before me●

NG ALWAY

Signed

Date

3 Aug

30/7/99

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.

ARNHEIM TITE & LEWIS

ST ANDREW'S HOUSE

20 ST ANDREW STREET

LONDON EC4A 3TL

JF/CW/07035.LFD

Tel 0171 212 1616

DX number 218

DX exchange CHANCERY LANE

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

Package: 'Laserform'
by Laserform International Ltd.

10

*Please complete in typescript,
or in bold black capitals.*

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

03819472

Company Name in full

WY (WOODLAND PARK) LIMITED



* F 0 1 0 0 F 1 0 *

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Gatton Place, St Matthew's Road

Post town Redhill

County / Region Surrey

Postcode RH1 1TA

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

ARNHEIM TITE + LEWIS

Address

ST ANDREW'S HOUSE

ST ANDREW ST

Post town LONDON

County / Region

Postcode EC4A 3TL

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.

ARNHEIM TITE & LEWIS
ST ANDREW'S HOUSE
20 ST ANDREW STREET
LONDON EC4A 3TL
JEF/CMW/07046.LDF Tel 0171 212 1616
DX number 218 DX exchange CHANCERY LANE

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

Company Secretary (see notes 1-5)

Company name WY (WOODLAND PARK) LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s) AT&L CORPORATE SERVICES LIMITED

Surname

Previous forename(s)

Previous surname(s)

Address

ST ANDREW'S HOUSE, 20 ST ANDREW STREET

Usual residential address

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

Post town LONDON

County / Region

Postcode EC4A 3TL

Country UK

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s) CHRISTOPHER GEORGE

Surname UPTON

Previous forename(s)

Previous surname(s)

Address

LITTLE HEATH, KENT HATCH ROAD

Usual residential address

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

Post town CHART

County / Region SURREY

Postcode RH8 0SZ

Country UK

Day Month Year

Date of birth

19

03

52

Nationality

BRITISH

Business occupation

ACCOUNTANT

Other directorships

SEE ATTACHED

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

Consent signature

Date

(see notes 1-5)

*Honours etc

Surname

* Voluntary details

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

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

Date _____

This section must be signed by

Either

**an agent on behalf
of all subscribers**

Signed

Date _____

Or the subscribers

Signed

Date _____

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

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date

PERSONAL APPOINTMENTS

[Go Back](#)

Name : CHRISTOPHER GEORGE UPTON
Nationality : BRITISH
Address : ~~GREGORYS~~ LITTLE HEATH
SANDY LANE KENT HATCH ROAD
BLETCHINGLEY LIMPFIELD
SURREY CHART, SURREY
Postcode : RH14QN CH8 0SZ
Date of Birth: 19/03/1952
Appointments : 30 / Resignations : 5

To view details of the company appointments held, click on the appropriate company number.

[Exclude](#) Resignations

DIRECTOR	Appointed: 16/08/1994
Occupation:	ACCOUNTANT
Company Number:	<u>02418241</u>
Company Name:	ARCADIAN INTERNATIONAL RESORTS LIMITED
	Active
DIRECTOR	Appointed: 16/08/1994
Occupation:	ACCOUNTANT
Company Number:	<u>00328367</u>
Company Name:	W & C (ESTATES) LIMITED
	Active
DIRECTOR	Appointed: 16/08/1994
Occupation:	ACCOUNTANT
Company Number:	<u>01100599</u>
Company Name:	ARCADIAN U.K. DEVELOPMENTS LIMITED
	Active
DIRECTOR	Appointed: 16/08/1994
Occupation:	ACCOUNTANT
Company Number:	<u>01122368</u>
Company Name:	W & C P (EXETER) LIMITED
	Active
DIRECTOR	Appointed: 16/08/1994

Companies House Direct

UPON.

Page 2 of 5

Occupation: ACCOUNTANT
Company Number: 02087387
Company Name: CLIPPER HOTELS LIMITED
Active

DIRECTOR
Occupation: ACCOUNTANT
Company Number: 02858380
Company Name: ARCADIAN HOTELS (UK) LIMITED
Active

DIRECTOR
Occupation: ACCOUNTANT
Company Number: 00409293
Company Name: ARCADIAN INTERNATIONAL LIMITED
Active

DIRECTOR
Occupation: ACCOUNTANT
Company Number: 01786119
Company Name: ETTINGTON PARK GROUP LIMITED
Active

DIRECTOR
Occupation: ACCOUNTANT
Company Number: 02948772
Company Name: TILLIAN LIMITED
Active

DIRECTOR
Occupation: ACCOUNTANT
Company Number: 00392632
Company Name: MOLLINGTON BANASTRE
HOTEL LIMITED (THE)
Active

DIRECTOR
Occupation: ACCOUNTANT
Company Number: 02190376
Company Name: AMBASSADOR HOTELS LIMITED
Active

DIRECTOR
Occupation: ACCOUNTANT
Company Number: 01904384
Company Name: ETTINGTON PARK HOTEL LIMITED
Active

DIRECTOR
Appointed: 15/05/1995

Companies House Direct

UPON-

Page 3 of 5

Occupation: ACCOUNTANT
Company Number: 02231698
Company Name: PAGLE LIMITED
Active

DIRECTOR Appointed: 16/08/1994
Occupation: ACCOUNTANT
Company Number: 02286515
Company Name: ARCADIAN GROUP SERVICES LIMITED
Active

DIRECTOR Appointed: 08/11/1996
Occupation: ACCOUNTANT
Company Number: 03261318
Company Name: MALMAISON MANAGEMENT LIMITED
Active

DIRECTOR Appointed: 19/11/1996
Occupation: ACCOUNTANT
Company Number: 02934866
Company Name: THE MALMAISON HOTEL (MANCHESTER) LIMITED
Active

DIRECTOR Appointed: 19/11/1996
Occupation: ACCOUNTANT
Company Number: SC143071
Company Name: THE MALMAISON HOTEL (GLASGOW) LIMITED
Active

DIRECTOR Appointed: 19/11/1996
Occupation: ACCOUNTANT
Company Number: SC166218
Company Name: MALMAISON BRAND LIMITED
Active

DIRECTOR Appointed: 19/11/1996
Occupation: ACCOUNTANT
Company Number: 03276263
Company Name: THE MALMAISON HOTEL (NEWCASTLE) LIMITED
Active

DIRECTOR Appointed: 30/12/1996
Occupation: ACCOUNTANT
Company Number: 03133980
Company Name: CHILSTON PARK LIMITED
Active

Companies House Direct

UPTON

Page 4 of 5

DIRECTOR	Appointed: 18/11/1996
Occupation:	ACCOUNTANT
Company Number:	<u>03141385</u>
Company Name:	MALMAISON LIMITED
	Active
DIRECTOR	Appointed: 10/03/1997
Occupation:	ACCOUNTANT
Company Number:	<u>03323049</u>
Company Name:	THE MALMAISON HOTEL (LEEDS) LIMITED
	Active
DIRECTOR	Appointed: 02/06/1997
Occupation:	ACCOUNTANT
Company Number:	<u>03295477</u>
Company Name:	EUROPEAN NEW TIMESHARE LIMITED
	Active
DIRECTOR	Appointed: 14/11/1997
Occupation:	ACCOUNTANT
Company Number:	<u>03437534</u>
Company Name:	THE MALMAISON COMPANY (EDINBURGH) LIMITED
	Active
DIRECTOR	Appointed: 08/04/1998
Occupation:	ACCOUNTANT/DIRECTOR
Company Number:	<u>03532178</u>
Company Name:	MALMAISON HOTELS LIMITED
	Active
DIRECTOR	Appointed: 08/04/1998
Occupation:	ACCOUNTANT/DIRECTOR
Company Number:	<u>03526598</u>
Company Name:	ARCADIAN HOTELS LIMITED
	Active
DIRECTOR	Appointed: 08/04/1998
Occupation:	ACCOUNTANT DIRECTOR
Company Number:	<u>03532348</u>
Company Name:	MALMAISON RESOURCES LIMITED
	Active
DIRECTOR	Appointed: 24/06/1998
Occupation:	ACCOUNTANT/DIRECTOR
Company Number:	<u>03568635</u>
Company Name:	WYNDHAM FRENCH HOLDINGS LIMITED
	Active

Companies House Direct

VPTON

Page 5 of 5

DIRECTOR**Occupation:****Company Number:****Company Name:****Appointed: 18/03/1998****ACCOUNTANT****SC178189****MALMAISON (ELL) LIMITED****Active****DIRECTOR****Occupation:****Company Number:****Company Name:****Appointed: 26/05/1999****ACCOUNTANT****03767885****THE MALMAISON HOTEL (BIRMINGHAM)
LIMITED****Active****SECRETARY****Occupation:****Company Number:****Company Name:****Appointed: pre 01/11/1991****Resigned: 20/09/1993****02554318****UNIVERSAL LEAF (UK) LIMITED****Active****SECRETARY****Occupation:****Company Number:****Company Name:****Appointed: pre 10/12/1991****Resigned: 20/09/1993****02291356****UNIVERSAL GROUP SERVICES (UK) LIMITED****Active****SECRETARY****Occupation:****Company Number:****Company Name:****Appointed: pre 18/02/1991****Resigned: 27/09/1993****02299313****CAPECENTRAL LIMITED****Active****DIRECTOR****Occupation:****Company Number:****Company Name:****Appointed: pre 10/12/1991****Resigned: 20/09/1993****DIRECTOR****02291356****UNIVERSAL GROUP SERVICES (UK) LIMITED****Active****DIRECTOR****Occupation:****Company Number:****Company Name:****Appointed: 22/05/1996****Resigned: 10/04/1997****COMPANY DIRECTOR****03088504****THE GREAT EASTERN HOTEL COMPANY
LIMITED****Active**



THE COMPANIES ACT 1985

and

THE COMPANIES ACT 1989

MEMORANDUM OF ASSOCIATION

of

WY (WOODLAND PARK) LIMITED

1. The name of the Company is Wy (Woodland Park) Limited.
2. The registered office of the Company is to be situated in England and Wales.
3. The objects of the Company (the "**Objects**") are:
 - 3.1. To carry on business as a general commercial company.
 - 3.2. To carry on the business of merchants and traders generally and to buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire, treat and deal in apparatus, plant, machinery, tools, materials, articles and things of all kinds for and in connection with any of the businesses of the Company.
 - 3.3. To make and enter into contracts, agreements or arrangements with any person which may seem necessary or conducive to the Objects.
 - 3.4. To make and enter into contracts, agreements or arrangements with any government, authority, organisation or body (whether local, municipal, national, international, supreme or otherwise) of any country and to obtain from such government, authority, organisation or body any legislation, rights, orders, concessions or privileges which may seem necessary or conducive to the Objects.
 - 3.5. To apply for, purchase or otherwise acquire, dispose of, protect, prolong and to renew any patents, patent rights, registered designs, licences, trade marks, service marks, secret processes, inventions, copyrights or any similar property rights which seem to the Company capable of use in furtherance of the Objects and to use, turn to account, exercise, develop, grant licences and privileges in respect of such property rights which seem necessary or conducive to the Objects.
 - 3.6. To purchase or otherwise acquire, undertake and carry on all or any part of the business, property, liabilities and transactions of any person carrying on any business

N/INC £100
 NW £100
 002499
 2067

which may seem suitable or capable of being carried on in conjunction with the Objects.

- 3.7. To lend any monies or assets of the Company, subsidise and assist any person on such terms as may be considered expedient, either with or without security, and to invest and deal with monies and assets of the Company not immediately required in any manner.
- 3.8. To act as agents for collection, receipt on deposit and payment of money and securities, at interest or otherwise and generally to act as agents and brokers and perform services for any person and to undertake and perform sub-contracts.
- 3.9. To guarantee, support or secure, either with or without the Company receiving any consideration or advantage for such guarantee, support or security and whether by direct obligation or covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present or future) of the Company or by issuing any security of the Company by way of mortgage, or by any one or more of such methods or by any other method, the performance of any obligations or commitment and the repayment or payment of any money (including without limitation, capital, principal, premiums, dividends, interest, commissions, charges, discount and any related costs or expenses whether on shares or other securities) by any person including, without limitation, any body corporate which is, for the time being, the holding company, subsidiary or sister company of the Company or any person which is for the time being a member or otherwise has an interest in the Company or is associated with the Company in any business or venture.
- 3.10. To establish, maintain or contribute to any scheme for the purchase or subscription by the trustees of shares or other securities or sister company to be held for the benefit of the employees of the Company, any subsidiary of the Company or any person allied to or associated with the Company, to lend money to those employees or to trustees on their behalf to enable them to purchase or subscribe for shares or other securities of the Company and to formulate and effect any scheme for sharing profits of the Company with employees.
- 3.11. To acquire an interest in, amalgamate with and enter into partnership or any arrangement for the sharing of profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise, with any person or with any employees of the Company and to lend money to, guarantee the contracts of, and otherwise assist that person or those employees, and to take or otherwise acquire an interest in that person's shares or other securities and to sell, hold, reissue, with or without guarantee, and otherwise deal with those shares or other securities.
- 3.12. To purchase and maintain insurance for the benefit of any person who is or was at any time a director, officer, employee or auditor of the Company or of any other person in which the Company has an interest whether direct or indirect or which is in any way allied to or associated with the Company or of any subsidiary of the Company or any person who is or was trustee of any retirement benefit scheme or any other trust in which any officer or employee or former officer or employee is or has been interested, indemnifying such person against any liability incurred in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or

in the exercise or purported exercise of their powers and/or otherwise in relation to the Company or any other company, subsidiary or trust, including, without limitation, liability for negligence, default, breach of duty or breach of trust or any other liability which may lawfully be insured against.

- 3.13. To apply for, promote, oppose and obtain or join in promoting, opposing or obtaining any Act of Parliament and any order or licence or other measures of any government department or authority affecting or likely to affect the Objects (or any of them) or any of the work or businesses of the Company.
- 3.14. To build, construct, maintain, erect, alter, enlarge, replace or remove any buildings, works, shops, offices, factories, plant, machinery, tools, equipment or otherwise as may seem desirable for any of the businesses of the Company.
- 3.15. To develop, improve, manage, work, mortgage, lease, pledge, charge or otherwise deal with all or any part of the property, assets or rights of the Company and to surrender or accept surrender of any lease, tenancy or rights and to sell or deal with the property, assets, business, rights or undertaking of the Company, or any part of them, and for such consideration and on such terms as may seem necessary or conducive to the Objects.
- 3.16. To pay for or accept payment for any property or rights acquired, sold or otherwise disposed of or dealt with by the Company in such manner as may seem necessary or conducive to the Objects.
- 3.17. To borrow or raise money and to secure or discharge any debt or obligation of or binding on the Company in any way, including, without limitation, by the creation or issue of debentures or debenture stock, perpetual or otherwise, or other securities of any description, by mortgages or other charges upon the undertaking and all or any of the property and assets (present and future) or its uncalled capital, and to purchase, redeem and pay off those securities.
- 3.18. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, cheques, bills of lading, payment orders, warrants, debentures and other negotiable or transferable instruments and to operate bank accounts.
- 3.19. To subscribe for, acquire, invest in and hold, whether as principal or agent, shares, stocks, debentures, debenture stock, bonds, bills, notes, obligations, certificates of deposits, mortgages, policies or assurances and securities of all kinds created, issued or guaranteed by any person in any part of the world.
- 3.20. To co-ordinate, finance and manage the administration, business and operation of any company which for the time being is a subsidiary of the Company or in which the Company has an interest and to render to them administrative, secretarial, technical, commercial and other services and facilities of every kind and description in any part of the world.
- 3.21. To undertake or enter into, on such terms and conditions as seem necessary or conducive to the Objects, interest rate and currency swaps, options (included traded options), swap option contracts, forward exchange contracts, futures contracts,

pledging agreements or other financial instruments of any kind on a fixed and/or floating rate basis and in respect of any currency or currencies or basket of currencies (including but not limited to European Currency Units as the same may from time to time be designated or constituted) or commodities of any kind and on such basis as the Company thinks fit.

- 3.22. To remunerate any person for services rendered or to be rendered in placing, assisting or guaranteeing the placing and procuring the underwriting of any share or other security of the Company or of any person in which the Company may be interested or proposes to be interested, or in connection with the conduct of the business of the Company, including, without limitation, by cash payment or by the allotment of shares or other securities of the Company, credited as paid up in full or in part.
- 3.23. To distribute among the shareholders of the Company in specie any of the property or any proceeds of sale or any disposal of any of the property of the Company and for that purpose to distinguish and separate capital from profits, but no distribution amounting to a reduction of capital may be made without any sanction required by law.
- 3.24. To give any financial assistance that may lawfully be given in connection with the acquisition of shares in the Company or any other company for so long as the Company remains a private company and subject to the provisions of Companies Act 1985.
- 3.25. To pay out of the funds of the Company all or any expenses which the Company may lawfully pay in respect of or incidental to the formation, registration, promotion and advertising of and raising money for the Company and the issue of its shares or other securities, including, without limitation, those incurred in connection with the advertising and offering of its shares or other securities for sale or subscription, brokerage and commissions for obtaining applications for or taking, placing or underwriting shares, debentures, debenture stock or other securities.
- 3.26. To adopt any means of publicising and making known the businesses, services and products of the Company, including, without limitation, advertisement, publication and distribution of notices, circulars, books and periodicals, purchase and exhibition of works of art and granting and making of prizes, rewards and donations.
- 3.27. To amalgamate with any other person, whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking, subject to the liabilities of the Company or any such company with or without winding up or by sale or purchase (of fully or partly paid up shares or otherwise) of all or a controlling interest in the shares or stock of any other such company or by partnership or any arrangement of the nature of a partnership, or in any other manner and to be registered or recognised in any part of the world.
- 3.28. To do all things that are in the opinion of the directors incidental or conducive to all or any of the Objects, or the exercise of all or any of its powers.
- 3.29. To do all or any of the things provided in any paragraph of clause 3:

- 3.29.1. in any part of the world;
 - 3.29.2. as principal, agent, contractor, trustee or otherwise;
 - 3.29.3. by or through trustees, agents, sub-contractors or otherwise; and
 - 3.29.4. alone or with any other person or persons.
- 4. The objects specified in clause 3 shall be interpreted in the widest and most general manner and without regard to the *eiusdem generis* principle or any other restrictive principal of interpretation;
 - 5. Each of the paragraphs of clause 3, shall, unless it expressly provides to the contrary, be deemed to set out a separate and independent Object and not a power deemed subsidiary or ancillary to any or all of the Objects.
 - 6. In clause 3:
 - (i) **"person"** includes a reference to any partnership or other body of persons, whether corporate or unincorporate, whether domiciled in the United Kingdom or elsewhere and any public authority or international organisation; and
 - (ii) a **"subsidiary"** or **"holding company"** is to be construed in accordance with section 736 of the Companies Act 1985.
 - 7. The liability of the members is limited.
 - 8. The share capital of the Company is £100 divided into 100 shares of 1 each.

We, the subscriber 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 in the capital of the Company shown opposite our name.

NAME AND ADDRESS OF SUBSCRIBERS

Wy (Nutfield Priory) Limited
Gatton Place
St Matthew's Road
Redhill
Surrey RT1 1TA

.....
For and on behalf of
Wy (Nutfield Priory) Limited

Total number of shares 1

DATED: 29th day of July 1999

WITNESS to the above signatures:

Name:

Address:

B. L. - yla

Little Heath

Nat Hotel Road

Lutfield Heath RM8 0SZ

Company Number:

THE COMPANIES ACTS 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

WY (WOODLAND PARK) LIMITED (the "Company")

Incorporated

1999

1. PRELIMINARY

- 1.1. The regulations contained in Table A in the Schedule to the Companies Act (Table A to F) Regulations 1995 (as amended) ("**Table A**") apply to the Company except to the extent that they are modified, excluded by or are inconsistent with these articles. No other regulations contained in any other statute or subordinate legislation shall apply to these articles.
- 1.2. The regulations 62, 64, 73 to 80 (inclusive), 89(1), 90(2) to (9), 94, 96, 97, 98, 101, 115, 118 of Table A are excluded and do not apply to these articles. The regulations 37, 65, 66, 67, 68, 72, 79, 84, 88, 89, 91, 93 of Table A are excluded if and for so long as there is a sole director of the Company. The regulations 40 and 54 of Table A are modified if and for so long as the Company shall have a sole shareholder.

2. SHARE CAPITAL

- 2.1. The authorised share capital of the company is £100 divided into ordinary shares of £1 to rank pari passu in all respects.
- 2.2. The directors of the Company shall be generally and unconditionally authorised to allot (with or without conferring rights of renunciation) in accordance with section 80 of the Act, grant options over or otherwise dispose of or deal with any unissued shares and relevant securities of the Company to such persons at such times and upon such terms as they think fit but no share may be issued at a discount.
- 2.3. The authority contained in article 2.2 shall expire on the fifth anniversary of the date of incorporation of the Company unless previously renewed, modified or revoked by the Company in general meeting. Notwithstanding this authority, the Company may make an offer or agreement which would or might require the exercise by the directors of their powers after such anniversary pursuant to such authority.

- 2.4. Section 89(1) and 90(2) to (6) inclusive of the Act shall not apply to any allotment of Company's shares or securities.

3. SOLE MEMBER

- 3.1. *If and for so long as the Company has a sole member:*

- 3.1.1. in relation to a general meeting, a sole member or a proxy for that member or (if the member is a corporation) a duly authorised representative of that member is a quorum and regulation 40 of Table A is modified accordingly;
- 3.1.2. a proxy for the sole member may vote on a show of hands and regulation 54 of Table A is modified accordingly;
- 3.1.3. the sole member may agree that any general meeting, other than a meeting called for the passing of an elective resolution, be called by shorter notice than that provided for in the articles; and
- 3.1.4. all of the provisions of the articles apply with any necessary modification (unless the provision expressly provides otherwise).

4. TRANSFER OF SHARES

The directors may refuse to register the transfer of a share to any person, without giving a reason, whether or not it is fully paid up or a share on which the company has a lien. Regulation 24 of Table A shall be modified accordingly.

5. GENERAL MEETINGS

Regulation 37 of Table A is modified by the deletion of the words "eight weeks" and a substitution of "twenty-eight days".

6. PROCEEDINGS AT GENERAL MEETING

- 6.1. A poll may be demanded by the chairman or by any other member present in person or proxy or (in the case of a corporation), a duly authorised representative and entitled to vote. Regulation 46 of Table A shall be modified accordingly.
- 6.2. In the case of a corporation, a resolution in writing may be signed by its director, secretary, or other duly authorised representative. Regulation 53 shall be modified by the addition of the following final sentence "If a resolution in writing is described as a special or extraordinary resolution it shall have effect accordingly".
- 6.3. A meeting of the members or any class of the members of the Company shall be effective if it takes the form of a conference between such members, some or all of whom are in different places, whether by conference telephone or any other method of communications equipment so long as each member can hear and address each of the other participating members simultaneously.

- 6.4. A meeting held in the form set out in paragraph 6.4 is deemed to take place where the majority of the participating members are present, or if there is no such majority, at the place of the chairman of the meeting.

7. VOTES OF MEMBERS

The instrument appointing a proxy and any authority under which it is executed (or such certified copy of the instrument or authority as the directors may approve) may be left at or sent by post or facsimile transmission to the place where the meeting or adjourned meeting is to be held, at any time before the appointed time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote (or in the case of a poll taken other than at or on the same day as the meeting or adjourned meeting) for the taking of the poll for which it is to be used. Regulation 62 of Table A shall not apply.

8. NUMBER OF DIRECTORS

Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum. Regulation 64 of Table A shall not apply.

9. ALTERNATE DIRECTORS

- 9.1. Any director (other than an alternate director) may appoint any person willing to act, whether or not he is a director of the Company or not, to be an alternate director. Such appointment is not subject to a resolution of the other directors. Regulation 65 of Table A shall be modified accordingly.
- 9.2. An alternate director shall be entitled to notice of all meetings of the directors or committees of directors if outside the United Kingdom. Regulation 66 of Table A shall be modified accordingly.
- 9.3. Regulation 67 of Table A shall be modified by the addition of the words "or his appointor removes him, or the alternate director does such act or make such omission that, if he were or is a director, would cause or causes him to vacate his office".
- 9.4. Regulation 68 of Table A shall be modified by the addition of the words "by either leaving at or sending by post or facsimile transmission a copy of such notice to the office", after the word "company".

10. APPOINTMENT AND RETIREMENT OF DIRECTORS

- 10.1. The directors shall not be subject to retirement by rotation. Regulations 73 to 80 of Table A (inclusive) and the references in regulations 66 and 84 of Table A to retirement by rotation shall not apply.
- 10.2. The directors may appoint any person who is willing to act as a director of the Company, either to fill a casual vacancy or as an additional director.

- 10.3. The holder or holders of the majority of the issued share capital of the Company giving the right to attend and vote at general meetings shall be entitled to appoint any person who he/they think fit to be a director of the Company or to remove any director from office. The appointment or removal shall be effective by a notice in writing to the Company signed by the holder(s) of the majority of the shares or (if a corporation) by a duly authorised representative. Such notice may be left at or sent by post or facsimile transmission to the office or other such place as the directors of the Company may designate for the purpose. Any appointment or removal shall take effect immediately upon deposit of the notice at the office or on such later date as specified in the notice.

11. DISQUALIFICATION AND REMOVAL OF DIRECTORS

Regulation 81 shall be modified by the addition of paragraph (f) which shall read " he shall be removed from office by the holder(s) of the majority of the shares giving a right to attend and vote at general meetings of the Company by notice in writing to the Company".

12. PROCEEDINGS OF DIRECTORS

- 12.1. Notices of meetings of the directors shall be given to all directors and alternate directors whether or not they are present in the United Kingdom. A director may waive his right to notice of a meeting retrospectively or prospectively. Regulation 88 of Table A shall be modified accordingly.
- 12.2. Provided that a director has disclosed his interest in accordance with section 317 of the Act, he may vote as a director at a meeting of the directors or a committee of the directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and conflicts or may conflict with the interests of the Company. If the director votes on such a matter, his vote shall be counted and he shall be counted in the quorum present at that meeting when such resolution or matter is under consideration. Regulations 94 to 96 (inclusive) of Table A shall not apply.
- 12.3. A meeting of the directors or any committee of the directors shall be effective if it takes the form of a conference between such directors, some or all of whom are in different places, whether by conference telephone or by any other method of communications equipment so long as each director can hear and address each of the other participating directors simultaneously.
- 12.4. A meeting held in the form set out in article 12.3 is deemed to take place where the majority of the participating directors are present or if there is no such majority, at the place of the chairman of that meeting.
- 12.5. If and for so long as there is a sole director of the Company, he may exercise all the powers conferred on the directors by the articles by resolution in writing signed by him and regulations 88, 89, 91 and 93 of Table A shall not apply.

13. THE SEAL

- 13.1. A seal shall only be used by authority of the directors or of a duly authorised committee of the directors. Such authority may be given by way of letter, telex, facsimile transmission or telephone by a majority of the directors or the members of a committee.
- 13.2. The directors may determine who shall sign any instrument to which a seal is affixed, either generally or in relation to a specific instrument. Regulation 101 of Table A shall not apply.

14. NOTICES

- 14.1 The Company may give any notice to a member either personally or by sending it by first class prepaid post (or by prepaid airmail if the address is overseas) or by telex or facsimile transmission to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom shall be entitled to have notices given to him at that address. Regulation 112 of Table A shall be modified accordingly.
- 14.2. Proof that an envelope containing a notice was properly addressed, prepaid and posted or that a telex or facsimile transmission was properly dispatched shall be conclusive evidence that the notice was given.
- 14.3. A notice shall be deemed to be given as follows:
- 14.3.1. in the case of prepaid first class mail, twenty-four hours after posting;
 - 14.3.2. in the case of prepaid airmail, five working days after posting; and
 - 14.3.3. in the case of telex or facsimile transmission, at the time of transmission (provided a duplicate copy is simultaneously sent by post).

Regulation 115 of Table A shall not apply.

15. INDEMNITY

- 15.1. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, other officer or auditor of the Company shall be indemnified out of assets of the Company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto, except that:
- 15.1.1. this indemnity shall not apply to any liability which is recoverable or has been recovered from a third party; and
 - 15.1.2. the indemnity shall be subject to such director, other officer or auditor taking all reasonable steps to effect such recovery from a third party.

Regulation 118 of Table A shall not apply.

- 15.2 The directors may exercise all powers of the Company, to the extent permitted by law, to purchase and maintain insurance cover at the cost of the Company in respect of any liability, loss or expenditure incurred by any directors, other officer or auditor in relation to anything done or omitted to be done or so alleged.

NAME AND ADDRESSES OF SUBSCRIBER(S)

Wy (Nutfield Priory) Limited
Gatton Place
St Matthew's Road
Redhill
Surrey RT1 1TA

.....
For and on behalf of
Wy (Nutfield Priory) Limited

Total number of shares 1

DATED: 29th day of July 1999

WITNESS to the above signatures:

Name: *B.C. [Signature]* *[Signature]*

Address: *Little Hall*

..... *Kent Hotel Road*

..... *Linkfield Court RG8 012*