

Company No: 3870032

**OAK COURT NORTHWOOD
MANAGEMENT COMPANY LIMITED**

The Companies Act 1985

COMPANY LIMITED BY SHARES

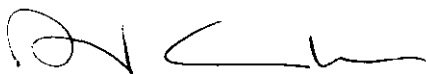
WRITTEN RESOLUTION

Passed 21 September 2000

WE, the undersigned, being all the Members of the above-named Company for the time being entitled to receive notice of and to attend and vote at General Meetings hereby **UNANIMOUSLY RESOLVE** as follows:

RESOLUTION

That, with effect from the passing of this resolution the regulations contained in the document annexed hereto, and for the purpose of identification signed, are approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.

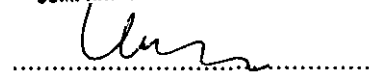


.....
B.F. GILLERY



A40
COMPANIES HOUSE

0408
22/09/00



.....
I.R. SHANN

The Companies Act 1985

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**new
ARTICLES OF ASSOCIATION**

of

**OAK COURT NORTHWOOD
MANAGEMENT COMPANY LIMITED**

Amended by Written Resolution passed 21 September 2000

1. PRELIMINARY

The regulations contained in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles shall not apply to the Company. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied by these Articles and such regulations (save as so excluded or varied) and these Articles shall be the regulations of the Company.

2. INTERPRETATION

In these Articles and in Table A the following expressions have the following meanings unless inconsistent with the context:-

"the Act"	the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.
"these Articles"	these Articles of Association, whether as originally adopted or as from time to time altered by special resolution.
"clear days"	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to

Holland Court
The Close
Norwich
NR1 4DX

Telephone 01603 272727
International + 44 1603 272727
Facsimile 01603 610535
DX 5206 Norwich
Website www.eversheds.com



EVERSHEDS

Business Lawyers in Europe

Registrar of Companies
Companies House
General Filing Section

DX 33050 CARDIFF

Date 21 September, 2000

Your Reference

Our Reference CORP/POOLEYM/POOLEYM
086010-011000/97960

Direct Line 01603 272659

Direct Fax 01603 610535

E-Mail MoPooley@eversheds.com

Dear Sir,

Oak Court Northwood Management Company Limited - No. 3870032

On behalf of our above-named company client we enclose for filing:

1. Special Resolution passed as a Written Resolution 21 September 2000;
2. Print new Articles of Association.

Would you please sign, date and return the attached copy letter by way of receipt of this letter and its attachments. We attach a prepaid return label for this purpose.

Yours faithfully,

EVERSHEDS



INVESTOR IN PEOPLE

Regulated by the Law Society; authorised by the Society to conduct investment business.
A list of partners' names and their professional qualifications is available for inspection at the above office.
The partners are solicitors or registered foreign lawyers.

AMSTERDAM* BIRMINGHAM BRISTOL BRUSSELS CAMBRIDGE
CARDIFF COPENHAGEN* DERBY IPSWICH LEEDS LONDON
MANCHESTER MONACO NEWCASTLE NORWICH NOTTINGHAM
PARIS SOFIA* TEESIDE
* Associated Office

In strategic alliance with KHATTAR WONG & PARTNERS
HONG KONG KUALA LUMPUR SINGAPORE

	be given and the day for which it is given or on which it is to take effect.
"the directors"	the directors for the time being of the Company or (as the context shall require) any of them acting as the board of directors of the Company.
"estate"	the land, buildings and premises situated at and known as Oak Court, Northwood, Middlesex and shall all also include any other land, buildings or premises for the time being also owned and/or managed by the Company.
"executed"	includes any mode of execution.
"office"	the registered office of the Company.
"qualified person"	a person directly holding a relevant interest whether the original grantee of a relevant interest or an assignee thereof (in the case of a leasehold interest) or the owner (in the case of the freehold) of a relevant interest other than the Company.
"relevant interest"	a leasehold interest for an initial term of 99 years in part of the estate or the freehold of the estate.
"seal"	the common seal of the Company (if any).
"secretary"	the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary.
"the United Kingdom"	Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these Articles and in Table A shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company. Regulation 1 of Table A shall not apply to the Company.

3. MEMBERS

- 3.1. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with these Articles shall be members of the Company. Save as aforesaid, no person shall be admitted as a member of the Company unless he is a qualified person. All qualified persons shall be admitted to membership of the Company subject to their compliance with the following provisions of this Article. Every qualified person who wishes to become a member shall deliver to the Company an application for membership in such form as the directors shall require signed by him and the Company shall be entitled to treat the execution of a lease or its counterpart by the grantee of a relevant interest or the execution of an assignment by the assignee of a relevant interest or the execution of a



conveyance or transfer by the purchaser of a relevant interest as an application for membership. The Company may require the execution of such further documents by a member as it may reasonably request in connection with the guarantee given by the member pursuant to the Memorandum of Association of the Company.

- 3.2. A member shall automatically cease to be a member of the Company after ceasing to be a qualified person provided that the number of members remaining is not less than two. Where a person or persons are precluded from ceasing to be a member or members of the Company by reason of the foregoing, upon an additional member or members subsequently increasing the number of members of the Company (other than persons who have ceased to be qualified persons) above two, those members who have ceased to be qualified persons shall immediately cease to be members of the Company. A subscriber may at any time withdraw from the Company by giving at least 7 clear days' notice to the Company provided that the number of members remaining following such resignation shall not be less than two. Membership shall not be transferable and shall cease on death.
- 3.3. In the case of a member who is an individual, the trustee in bankruptcy of a bankrupt member or the personal representatives of a deceased member shall be entitled to become a member if at the time of the application of such trustee or personal representative such trustee or personal representative is or are a qualified person.
- 3.4. In the event of one or more persons jointly holding the same relevant interest at one time and each prima facie being entitled to be a qualified person they shall each comply with all requests as to signature or execution of documents in accordance with the foregoing provisions of this Article 3 but together they shall constitute one member and the person whose name first appears in the register of members of the Company shall exercise the voting rights vested in such member which voting rights shall pass seriatim to the next named person in the register of members of the Company in the event of the death or bankruptcy of such prior named member.

Regulations 2 to 35 (inclusive) in Table A shall not apply to the Company.

4. GENERAL MEETINGS

The directors may call general meetings and regulation 37 of Table A shall not apply to the Company.

5. NOTICE OF GENERAL MEETINGS

- 5.1. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed in accordance with section 369(3) of the Act. The notice shall specify the time and place of the meeting and, only in the case of special business the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
- 5.2. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the

exception of declaring a dividend, the consideration of the profit and loss account, balance sheet, and the reports of the directors and auditors and the appointment of and the fixing of the remuneration of the auditors.

- 5.3. Notwithstanding that the Company does not have a share capital, every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.

6. PROCEEDINGS AT GENERAL MEETINGS

- 6.1. The words "save that, if and for so long as the Company has only one person as a member, one member present in person or by proxy shall be a quorum" shall be added at the end of the second sentence of regulation 40 of Table A.
- 6.2. If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor the member or members present in person or by proxy or (being a body corporate) by representative and entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place. Regulation 41 of Table A shall not apply to the Company.
- 6.3. The words "and at any separate meeting of the holders of any class of shares in the company" in regulation 44 of Table A and paragraph (d) of regulation 46 of Table A shall not apply to the Company.

7. VOTES OF MEMBERS

- 7.1. Regulations 54, 55, 57 and 59 of Table A shall not apply to the Company. On a show of hands every member who (being an individual) is present in person or by proxy (not being himself a member entitled to vote) or (being a body corporate) is present by representative or by proxy (not being himself a member entitled to vote) shall have one vote. On a poll every member present in person or by proxy or by duly authorised representative (as the case may be) shall have one vote.
- 7.2. Any proxy shall be entitled to cast the votes to which he is entitled in different ways.

8. ALTERNATE DIRECTORS

- 8.1. An alternate director shall be entitled to receive notice of all meetings of the directors and of all meetings of committees of the directors of which his appointor is a member (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him), to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor at such meeting as a director in his absence. An alternate

director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct. Regulation 66 of Table A shall not apply to the Company.

- 8.2. A director, or any such other person as is mentioned in regulation 65 of Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present and the final sentence of regulation 88 shall not apply to the Company.
- 8.3. Save as otherwise provided in the regulations of the Company, an alternate director shall be deemed for the purposes specified in Article 8.1 to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him. Regulation 69 of Table A shall not apply to the Company.

9. APPOINTMENT AND RETIREMENT OF DIRECTORS

- 9.1. The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.
- 9.2. Any member shall automatically, upon qualification for membership of the Company, be entitled to be appointed a director of the Company upon his application for such office, provided that he shall have supplied to the Company such information as is specified in section 289 of the Act and shall have signed such documents requiring his signature evidencing his willingness to act as a director of the Company as the Company shall reasonably request. In the event of his removal or resignation from such office the member shall be entitled to be reappointed a director subject to him being a member of the Company at such time upon his application for reappointment and subject to the provision of such information and signature of such documents as aforesaid.

10. DISQUALIFICATION AND REMOVAL OF DIRECTORS

The office of a director shall be vacated if:-

- 10.1. he ceases to be a director by virtue of any provision of the Act or these Articles or he becomes prohibited by law from being a director; or
- 10.2. he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 10.3. he is, or may be, suffering from mental disorder and either:-
- 10.3.1. he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or

- 10.3.2. an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- 10.4. he resigns his office by notice to the Company; or
- 10.5. he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated; or
- 10.6. he ceases to be a member;
- and regulation 81 of Table A shall not apply to the Company.

11. DIRECTORS' EXPENSES

The words "of any class of shares or" shall be omitted from regulation 83 of Table A.

12. GRATUITIES AND PENSIONS

Regulation 87 of Table A shall not apply to the Company and the directors may exercise any powers of the Company conferred by its Memorandum of Association to give and provide pensions, annuities, gratuities or any other benefits whatsoever to or for past or present directors or employees (or their dependants) of the Company or any subsidiary or associated undertaking (as defined in section 27(3) of the Companies Act 1989) of the Company and the directors shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

13. PROCEEDINGS OF THE DIRECTORS

- 13.1. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any interest of his, a director notwithstanding his office:-
- 13.1.1. may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is in any way interested;
- 13.1.2. may be a director or other officer of or employed by or be a party to any transaction or arrangement with or otherwise interested in any body corporate promoted by the Company or in which the Company is in any way interested;
- 13.1.3. may, or any firm or company of which he is a member or director may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested;
- 13.1.4. shall not by reason of his office be accountable to the Company for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body

corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit; and

- 13.1.5. shall be entitled to vote on any resolution and (whether or not he shall vote) be counted in the quorum on any matter referred to in any of Articles 13.1.1 to 13.1.4 (inclusive) or on any resolution which in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever and if he shall vote on any Resolution as aforesaid his vote shall be counted.

13.2. For the purposes of Article 13.1:-

- 13.2.1. a general notice to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified;
- 13.2.2. an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and
- 13.2.3. an interest of a person who is for any purpose of the Act (excluding any statutory modification not in force when the Company was incorporated connected with a director shall be treated as an interest of the director and in relation to an alternate director an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

- 13.3. Any director (including an alternate director) may participate in a meeting of the directors or a committee of the directors of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, he shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

- 13.4. Regulation 88 of Table A shall be amended by substituting for the sentence:-

"It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom"

the following sentence:-

"Notice of every meeting of the directors shall be given to each director and his alternate, including directors and alternate directors who may for the time being be absent from the United Kingdom and have given the Company an address within the United Kingdom for service".

- 13.5. Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

14. MINUTES

The words "of the holders of any class of shares in the Company" shall be omitted from regulation 100 of Table A.

15. THE SEAL

If the Company has a seal it shall be used only with the authority of the directors or of a committee of the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined, every instrument to which the seal is affixed shall be signed by one director and by the secretary or another director. Regulation 101 of Table A shall not apply to the Company.

16. DIVIDENDS

Regulations 102 to 108 (inclusive) shall not apply to the Company.

17. CAPITALISATION OF PROFITS

Regulation 110 of Table A shall not apply to the Company.

18. NOTICES

- 18.1. In regulation 112 of Table A, the words "by facsimile to a facsimile number supplied by the member for such purpose or" shall be inserted immediately after the words "or by sending it" and the words "first class" shall be inserted immediately before the words "post in a prepaid envelope" and the second sentence of regulation 112 of Table A shall not apply to the Company.
- 18.2. Where a notice is sent by first class post, proof of the notice having been posted in a properly addressed, prepaid envelope shall be conclusive evidence that the notice was given and shall be deemed to have been given at the expiration of 24 hours after the envelope containing the same is posted. Where a notice is sent by facsimile receipt of the appropriate answerback shall be conclusive evidence that the notice was given and the notice shall be deemed to have been given at the time of transmission following receipt of the appropriate answerback. Regulations 114 to 116 (inclusive) of Table A shall not apply to the Company.
- 18.3. The words "or of the holders of any class of shares in the company" shall be omitted from regulation 113 of Table A.
- 18.4. If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised in at least one national daily newspaper and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day when the advertisement appears. In any such case the Company shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

19. WINDING UP

Regulation 117 of Table A shall not apply to the Company.

20. INDEMNITY

- 20.1. Subject to the provisions of section 310 of the Act every director (including an alternate director) or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the lawful execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 144 or section 727 of the Act in which relief is granted to him by the court, and no director (including an alternate director) or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the lawful execution of the duties of his office or in relation thereto. Regulation 118 of Table A shall not apply to the Company.
- 20.2. The directors shall have power to purchase and maintain for any director, (including an alternate director) officer or auditor of the Company insurance against any such liability as is referred to in section 310 (1) of the Act and, subject to the provisions of the Act, against any other liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director, (including as an alternate director) officer or auditor.
- 20.3. The directors may authorise the directors of companies within the same group of companies as the Company to purchase and maintain insurance at the expense of the Company for the benefit of any director (including an alternate director), other officer or auditor of such company in respect of such liability, loss or expenditure as is referred to in Article 20.2.