

FILE COPY



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

Company No. 4056648

The Registrar of Companies for England and Wales hereby certifies that
RETAIL & PROPERTY CONSULTANTS LIMITED

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

Given at Companies House, Cardiff, the 21st August 2000



N04056648K



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC007B

Declaration on application for registration

Please complete in typescript,
or in bold black capitals
CHFP024

Company Name in full

RETAIL & PROPERTY CONSULTANTS Limited

I, Richard O'Driscoll; authorised signatory of Hanover Company Services Limited

of 44 Upper Belgrave Road Clifton Bristol BS8 2XN

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 44 Upper Belgrave Road Clifton Bristol BS8 2XN

Day Month Year

On

1 | 5 | 0 | 8 | 2 | 0 | 0 | 0

1 please print name

before me ¹

Peter Whicher

Signed

Date

15/8/2000

+ 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.

Hanover Company Services Limited

44 Upper Belgrave Road Clifton Bristol BS8 2XN

Tel 0117 9238445

DX number

DX exchange



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

Please complete in typescript,
or in bold black capitals.

CHFP024

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

Retail & Property Consultants Limited

Proposed Registered Office

(Po Box Numbers only, are not acceptable)

44 Upper Belgrave Road

Clifton

Post town

Bristol

County / Region

Postcode

BS8 2XN

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address

X

Agent's Name

Hanover Company Services Limited

Address

44 Upper Belgrave Road

Clifton

Post town

Bristol

Country / Region

Postcode

BS8 2XN

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 a query.

Hanover Company Services Limited

44 Upper Belgrave Road

Clifton

BS8 2XN Telephone 0117 9731772



A25
COMPANIES HOUSE

AQ44ET31

0002
16/08/00

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

Company Secretary (see notes 1-5)

Company name	Retail & Property Consultants Limited		
NAME *Style / Title		*Honours etc	
Forename(s)			
Surname	HCS Secretarial Limited		
Previous forename(s)			
Previous surname(s)			
Address	44 Upper Belgrave Road		
Usual residential address For a corporation, give the registered or principal office address.	Clifton		
Post Town	Bristol		
County / Region		Postcode	BS8 2XN
Country	England		
I consent to act as secretary of the company named on page 1			
Consent signature	For and on behalf of HCS Secretarial Limited		Date 15/08/2000

Directors (see notes 1-5)*Please list directors in alphabetical order*

NAME *Style/Title		*Honours etc							
Forename(s)									
Surname	Hanover Directors Limited								
Previous forename(s)									
Previous surname(s)									
Address	44 Upper Belgrave Road								
Usual residential address For a corporation, give the registered or principal office address.	Clifton								
Post town	Bristol								
County / Region		Postcode	BS8 2XN						
Country	England								
Day Month Year									
Date of birth	<table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>							Nationality	
Business occupation	Company Formation Agents								
Other directorships									
Consent signature									
I consent to act as director of the company named on page 1									
	For and on behalf of Hanover Directors Limited		Date 15/08/2000						

Directors (continued) (see notes 1-5)

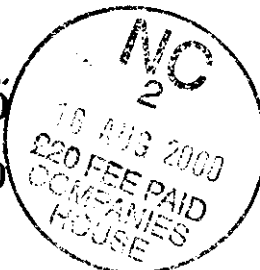
NAME *Style / Title		*Honours etc	
Forename(s)			
Surname			
Previous forename(s)			
Previous surname(s)			
Address			
Usual residential address			
For a corporation, give the registered or principal office address.			
Post town			
County / Region			
Country			
Day Month Year			
Date of birth		Nationality	
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	Signed	For and on behalf of Hanover Company Services Limited	Date 15/08/2000
an agent on behalf of all subscribers			
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

000566

COMPANIES ACTS 1985 & 1989
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

of
Retail & Property Consultants Limited



4056648

1. The name of the Company is Retail & Property Consultants Limited
 2. The Registered office of the Company will be situated in England & Wales
 3. The objects for which the Company is established are:
 - 3.1 to carry on the business of a General Commercial Company
 - 3.2 to design manufacture and deal in any materials, articles or components and to provide any services which may be required for the purposes of a business of the above description or which may be conveniently or advantageously made or supplied in connection with it
 - 3.3 to promote and to acquire all or any of the share or loan capital of any company wherever incorporated and engaging or proposing to engage in any activity an interest in which appears likely to be advantageous to the Company; to provide administrative financial and other services and facilities for any company in which the Company is interested or for any other persons and to sell or dispose of the undertaking or any property or assets of the Company for such consideration as may be thought fit including the share or loan capital or other obligation of any body corporate
 - 3.4 To acquire all types of property including without limitation freehold or leasehold property
 - 3.5 to borrow or raise money in any manner and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or entered into by the company, and in particular by the issue of debentures secured on all or any of the Company's property (both present and future) including its uncalled capital; and to purchase, redeem or pay off any securities.
 - 3.6 to do all or any of the above things either alone or as a member of a partnership trading group or consortium and in any part of the world
 - 3.7 to do all such other things as may appear incidental or conducive to the pursuit or attainment of any of the above objects or to the exercise of any power (whether express or implied) possessed by the Company.
 4. The liability of the members is limited.
 5. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 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 specified opposite our respective names.

Name and Address	Number of shares taken
C Hanover Directors Limited 44 Upper Belgrave Road Clifton Bristol BS8 2XN	1
C HCS Secretarial Limited 44 Upper Belgrave Road Clifton Bristol BS8 2XN	1
Total Shares taken	2

Dated 15/08/2000

Witness to the above signatures


Merrill Godwin
44 Upper Belgrave Road
Clifton
Bristol BS8 2XN



COMPANIES ACTS 1985 & 1989
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of
Retail & Property Consultants Limited

1. Preliminary 1.1 The regulations constituting Table A in the Schedule to the Companies Acts (Table A to F) Regulations 1985 (Table A) shall apply to the Company except in so far as they are excluded or varied by these Articles.
1.2 Expressions defined in Regulation 1 of Table A shall where the context admits bear in these Articles the meanings so defined.
2. Share Capital 2.1 The Share Capital of the Company is £100 divided into 100 Ordinary Shares of £1 each
2.2 In Regulation 2 of Table A there shall be substituted for the words following "issued with" the words "or have attached to it such rights or restrictions as the Company may by special resolution determine"
3. Lien and Forfeiture 3.1 The Lien conferred by Regulation 8 of Table A shall attach to fully paid as well as partly paid shares and to all shares registered in the name (whether as sole or joint holder) of any person indebted or under liability to the Company. The registration of a transfer of a share shall operate as a waiver of any lien of the Company on that share.
3.2 In regulation 8 of Table A there shall be substituted for the words "any amount payable in respect of it" the words "all distributions and other moneys or property attributable to it", and the same words shall be substituted in Regulation 19 for the words "all dividends or other moneys payable in respect of the forfeited shares".
4. Transfer of Shares Regulation 24 of Table A shall not apply.
5. Alteration of Share Capital 5.1 In Regulation 32 of Table A there shall be inserted after the words "the resolution may" in paragraph (c) the parenthesis "(if it is a special resolution)"
5.2 In Regulation 33 of Table A the parenthesis "(including, subject to the provisions of the Act, the Company)" shall be omitted.
6. Votes of Members 6.1 In Regulation 54 of Table A there shall be inserted after the second occurrence of the words "every member" the words "present in person or by proxy"
6.2 In Regulation 61 of Table A there shall be substituted for the words following "the instrument appointing a proxy shall be in" the words "any form which enables the members to direct how their votes are to be exercised on each of the resolutions comprised in the business of the meeting for which it is to be used".
7. Number of Directors The number of directors shall not be less than one.
8. Appointment and Retirement of Directors Regulations 73 to 83 of Table A shall not apply to the Company.
9. Proceedings of Directors Regulation 94 shall not apply to the Company.
10. Dividends In Regulation 104 of Table A there shall be inserted after the words "as from a particular date" the words "or a particular event"
11. Notices In Regulation 115 of Table A the words "unless the contrary is proved" shall be omitted
- Name and Address of Subscribers


Hanover Directors Limited
44 Upper Belgrave Road
Clifton
Bristol BS8 2XN


HCS Secretarial Limited
44 Upper Belgrave Road
Clifton
Bristol BS8 2XN

Dated 15/08/2000

Witness to the above signatures


Merrin Godwin
44 Upper Belgrave Road
Clifton
Bristol BS8 2XN