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**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

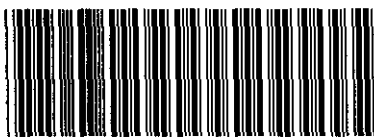
Company No. 4251428

The Registrar of Companies for England and Wales hereby certifies that  
MEAUJO (549) LIMITED

having by special resolution changed its name, is now incorporated  
under the name of

PADDOCK MEAD (SNITTERFIELD) MANAGEMENT COMPANY LIMITED

Given at Companies House, Cardiff, the 10th October 2001



\*C042514289\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

LI  
056677

Company Number: 4251428



**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**MEAUJO (549) LIMITED**

**WRITTEN RESOLUTION  
OF  
MEMBERS**



We being the holder of all the issued ordinary shares having the right to vote at any general meeting hereby resolve pursuant to section 381A of the Companies Act 1985 (as amended) (to the intent that the following resolutions shall be as effectual as if passed as special and elective resolutions as indicated at a general meeting duly convened and held) as follows:

**Special Resolutions**

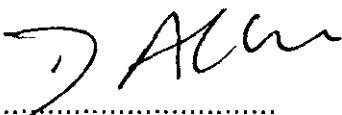
1. That subject to the approval of the Register of Companies the name of the Company be and is hereby changed to Paddock Mead (Snitterfield) Management Company Limited.
2. That the authorised share capital of the company be and is hereby reduced to £7 by the cancellation of 9993 unissued ordinary shares of £1 each.
3. That the memorandum of association of the Company be amended with respect to its objects by the adoption of the objects clause marked "A" attached to this written resolution as the new clause 3 of the memorandum of association of the company in substitution for the existing clause 3 of the memorandum of association.
4. That the articles of association marked "B" attached to this written resolution be and hereby are adopted as the articles of association of the company in substitution for the existing articles of association.

**Elective Resolutions**

5. That pursuant to section 366A of the Companies Act 1985, the company hereby elects to dispense with the holder of annual general meetings in the current year and all subsequent years.
6. That, pursuant to section 252 of the Companies Act 1985, the Company hereby elects to dispense with the laying before the company in general meeting of accounts and reports in respect of the current financial period of the company and all subsequent financial periods.

7. That, pursuant to section 386 of the Companies Act 1985, the Company hereby elects to dispense with the obligations to appoint auditors annually.
8. That the company hereby elects that the provisions of section 80A of the Companies Act 1985 apply, instead of the provisions of sections 80(4) and 80(5) of that Act, in relation to the giving or renewal after the passing of this resolution of an authority under section 80 of that Act.

Date: 2 October 2001

  
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for and on behalf of

**PHILSEC LIMITED**

3. In this and subsequent clauses, if not consistent with the subject or context, the words set out below shall bear the meanings set opposite them:-

Common Parts:	Those parts of the Estate which are not Houses and, and without prejudice to the generality of the foregoing, by, on, over or through which services are provided or amenity afforded to the Estate as a whole or to the Owners generality and which are defined as "Common Parts" on the Transfers.
The Developer	Cala Homes (Midlands) Limited (company number 682410) or any person nominated by the Developer from time to time as the Developer for purposes of the articles. Notice of such nomination shall be given by service of the same at the registered office of the Company. Notwithstanding anything contained in the articles, the Developer shall be free to transfer any shares in the Company held by it from time to time to such nominee.
Developer's Share	Any ordinary shares of £1 in the Company which is registered in the name of the Developer or its nominee from time to time.
The Estate:	The estate known as Paddock Mead, Park Lane, Snitterfield, Warwickshire registered at HM Land Registry under title number WK387844.
House:	A house (which term shall include any maisonette or flat being a separate dwelling) on the Estate the garage, if appropriate, and garden or other land enjoyed exclusively by that house as the same is for the purposes of identification only edged red on the relevant Transfer.
Owner:	The freehold proprietor of a House and including the personal representatives of such freeholder.
Transfer:	The deed of transfer of a House in favour of the original Owner of that house.

The Company's objects are:

- (a) To act as an association of and for the Owners and to manage and administer the Common Parts and the Estate generally.
- (b) To provide such services for the residents of the Estate and to carry out such reconstruction, renewal, repairs, maintenance or renovation thereto as to the directors may consider necessary or desirable and to provide or procure the provision of such services as may be required or expedient and to levy a service charge in accordance with the provisions of the Transfers.
- (c) To make rules for the management of the Estate and the mutual convenience of the residents of the Estate provided that no such rules (which may include appropriate sanctions) shall be effective unless approved (or amended) by a special resolution of the members of the Company.
- (d) To purchase or sell, to take or let on lease, to take or give in exchange or hire, or otherwise acquire, grant, hold or dispose of for any estate or interest any real or personal property, and such other rights and interest in property as the Company shall think fit. Save that the Common Parts shall not be dealt with in any way which materially affects their enjoyment by the Owners or would materially affect the prospect of selling any House on the Estate.
- (e) To carry on any other trade or business whatever which, in the opinion of the directors, can be advantageously carried on in connection with or ancillary to the business of the Company or is calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.
- (f) To invest the monies of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit.
- (g) To engage and pay such surveyors, agents, solicitors and other professional persons and contractors and workmen and to employ such staff as are considered necessary for furthering the objects of the Company.
- (h) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.
- (i) To draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, cheques, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (j) To accept payment for any property or rights sold or otherwise disposed of or dealt in or with by the Company in cash, by instalments or otherwise.
- (k) To insure the Company, its officers, contractors and employees and its property against all risks to which it or they may be or become liable.
- (l) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

- (m) Generally to do all such other things as may appear to the Company to be incidental or conducive to the attainment of the above objects.

None of the objects set forth in any sub-clause of this clause shall be restrictively construed, but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of the other sub-clause of this clause, or by reference to or inference from the name of the Company.

None of the sub-clauses of this clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this clause as though each such sub-clause contained the objects of a separate Company.