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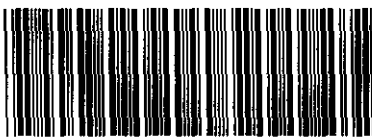
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4265799

The Registrar of Companies for England and Wales hereby certifies that
LOXLEY SQUARE MANAGEMENT COMPANY 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 7th August 2001



N04265799T



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

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by Laserform International Ltd.

B/B 614662 £20 x2

12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

Company Name in full

Loxley Square Management Company Limited

I, Christopher Philip Heath

of 5/7 The Lakes, Bedford Road, Northampton, NN4 7SH

† 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 LAKES, NORTHAMPTON

Day Month Year

On

03 08 2001

● Please print name.

before me ●

RICHARD GUY MURRAY TASSELL

Signed

Date

03.08.2001

† 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.

Shoosmiths
The Lakes
Northampton
NN4 7SH

Tel 01604 543000

DX number 712280

DX exchange Northampton 12



A19
COMPANIES HOUSE

0428
04/08/01

Laserform International 12/99

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 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

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Please complete in typescript,
or in bold black capitals.

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

Loxley Square Management Company Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

5/7 The Lakes

Bedford Road

Post town Northampton

County / Region Northamptonshire

Postcode NN4 7SH

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 Shoosmiths

Address 5/7 The Lakes

Bedford Road

Post town Northampton

County / Region Northamptonshire

Postcode NN4 7SH

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.

Shoosmiths
The Lakes
Northampton
NN4 7SH

Tel 01604 543000

DX number 712280

DX exchange Northampton 12



A19
COMPANIES HOUSE

0429
04/08/01

Laserform International 12/99

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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 Loxley Square Management Company Limited

NAME *Style / Title Mr *Honours etc

* Voluntary details

Forename(s) Christopher Philip

Surname Heath

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

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

Post town Northampton

County / Region Northamptonshire

Postcode NN1 5NA

Country England

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

Consent signature

Date 1/8/2001

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title Mr *Honours etc

Forename(s) Christopher Philip

Surname Heath

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

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

Post town Northampton

County / Region Northamptonshire

Postcode NN1 5NA

Country England

Date of birth

Day Month Year

0 4 0 7

1 9 6 9

Nationality British**Business occupation**

Solicitor

Other directorships

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

Consent signature

Date 1/8/2001

Directors

(continued)

(see notes 1-5)

* Voluntary details

NAME *Style / Title

Mr

*Honours etc

Forename(s)

John Hamilton

Surname

Peet

Previous forename(s)

Previous surname(s)

Address*Usual residential address*

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

The Old Rectory

Church Street, Rothersthorpe

Post town

Northampton

County / Region

Northamptonshire

Postcode

NN7 3JD

Country

England

Day Month Year

Date of birth

0

6

0

5

1

9

5

3

Nationality

British

Business occupation

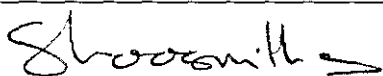
Solicitor

Other directorships

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

Consent signature**Date**

1/8/2001

This section must be signed by*Either***an agent on behalf
of all subscribers****Signed****Date**

1/8/2001

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**

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was:**
 - dormant,
 - a parent company which wholly owned the company making the return,
 - a wholly owned subsidiary of the company making the return, or
 - another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

614662

04265799



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

042493

- of -

LOXLEY SQUARE MANAGEMENT COMPANY LIMITED

- 1 The Company's name is Loxley Square Management Company Limited.
- 2 The Company's registered office is to be situated in England and Wales.
- 3 The Company's objects are to carry on business as a general commercial company and, without prejudice to the generality of the foregoing or to the objects and powers of the Company derived from Section 3A of the Companies Act 1985:-
 - i To acquire, hold, manage, maintain, administer and deal with certain land, buildings, common areas, private drive, courtyard, parking spaces, pathways, pumping stations, main entrances, corridors, landings, staircases, communal satellite dish and system at Loxley Square, 128 Kineton Green Road, Solihull, West Midlands and to provide services and amenities, engage employees to provide services and amenities; to enter into leases, deeds, covenants and other instruments whereby the Company may or shall assume liabilities and responsibilities for carrying out obligations of all kinds; to manage, administer and deal with land and buildings.
 - ii 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.
 - iii To acquire by purchase, lease, exchange, hire or otherwise, or to hold for any estate or interest, any land, buildings easements, rights,

privileges, concessions, patents, patent rights, licences, secret process, machinery, plant, stock-in-trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business.

- iv To erect, alter or maintain any buildings, plant machinery necessary or convenient for the Company's business maintenance of any of the above.
- v To acquire by subscription or otherwise and hold, sell, deal with or dispose of any shares, stock, debenture, debenture stocks, or other securities of any kind whatsoever, guaranteed by any company constituted or carrying on business in any part of the world and debentures, debenture stock and other securities of any kind guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- vi To receive money on deposit either without security or secured by debenture, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking or on all or any of the assets of the Company including uncalled capital, and generally to act as bankers.
- vii To borrow and raise money in any manner and to secure with or without consideration the repayment of any money borrowed, raised, or owing by mortgage, charge, debenture, debenture stock bond, standard security, lien or any other security of whatsoever nature upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, and also by similar mortgage, charge, debenture, debenture stock, bond standard security, indemnity, lien or security of whatsoever nature to secure and guarantee the performance by the Company or any other company or person (including, but without prejudice to the generality of the forgoing) the holding company of the Company or any

company which is a subsidiary of such holding company within each case the meaning of section 736 of Act, of any obligation or liability it or such person or company may undertake or which may become binding upon it or such person or company, and to secure any securities of the Company by Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.

- viii To lend money with or without security, and to invest money of the Company upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares stocks or securities of any company of or in which the Company is a member or is otherwise interested, and generally as the Directors think fit.
- ix 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 mortgages or other securities of any company or corporation or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- x To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, or company carrying on any business the carrying on of which is calculated to benefit the Company or to advance its interests, or possessed of property for the purposes of the Company.
- xi To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise grant licences, 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.

- xii To distribute in specie assets of the Company properly distributable amongst the members, 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.
- xiii To do all or any of the things hereinbefore authorised either alone or in conjunction with others, or as factors, trustees or agents for others, or by or through factors, trustees or agents.
- xiv To do all such other things as are incidental to or which the Company may think conducive with the above objects of any of them.

AND SO THAT

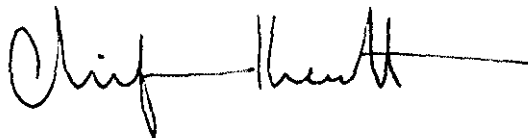
the objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any sub-clause, but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

- 4 The liability of the Members is limited.
- 5 Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member and of the costs, charges and expenses of winding up, and for the adjustment of the rights of contributories among themselves.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association

Names and addresses of Subscribers

1. Christopher Philip Heath
49 Sandringham Road
Abington
Northampton
NN1 5NA



Solicitor

2. John Hamilton Peet
The Old Rectory
Church Street
Rothersthorpe
Northamptonshire
NN7 3JD

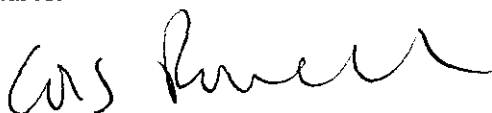


Solicitor

Dated this 1st day of August 2001

Witness to the above signatures:-

Lois Powell
5-7 The Lakes
Northampton
NN4 7SH



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

- of -

LOXLEY SQUARE MANAGEMENT COMPANY LIMITED

PRELIMINARY

- 1 Regulations 2 to 35 inclusive 54, 55, 57, 64, 70, 102 to 108 inclusive, 114, 116, 117 and 118 of Table A of the Companies (Table A to F) Regulations 1985 amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (referred to in these Articles as "Table A") shall not apply to the Company but the articles contained below and, subject to the modifications hereby expressed, the remaining regulations of Table A shall constitute the Articles of Association of the Company. References herein to "Regulations" are to regulations in the said Table A unless otherwise stated.

INTERPRETATION

- 2 In Regulation 1 the definition of "the holder" shall be omitted. In these Articles the following terms shall bear the following meanings unless the context otherwise requires:

"A' Members"	a person or persons admitted as an 'A' Member pursuant to Article 3;
"B' Members"	a person or persons admitted as an 'B' Member pursuant to Article 4.1;
"C' Members"	a person or persons admitted as an 'C' Member pursuant to Article 4.2;

"D' Members"	a person or persons admitted as an 'D' Member pursuant to Article 4.3;
"the Developer"	Crosby Homes (Midlands) Limited;
"the First Director(s)"	the person(s) named in a statement delivered to the Registrar of Companies in accordance with Section 10 of the Companies Act 1985;
"Freehold Interest"	a freehold interest of any Unit;
"Garage"	followed by a number shall mean that garage corresponding to the garage in the Plan;
"Hand-Over Date"	the date upon which the Developer has disposed of every Unit (whether by sale of freehold or leasehold interests) which the Developer intends to dispose of, as shall be determined by the Developer;
"Hand-Over Resolutions"	the resolutions passed pursuant to Article 15.3;
"Leasehold Interest"	a lease for 125 years or more of any Unit;
"Parking Space"	followed by a number shall mean that parking space corresponding to the parking space on the Plan;
"the Plan"	the Developer's conveyance plan of the Property dated 16 June 2001;
"the Property"	means the freehold houses and leasehold apartments which together comprise the land and buildings known as Loxley Square, 128 Kineton Green Road, Solihull, West Midlands;
"Resident Members"	the 'B' Member, 'C' Members and 'D' Members;

"the Subscribers" the persons who have subscribed the Memorandum of Association of the Company;

"Unit" one of the 7 freehold houses or 4 leasehold apartments forming part of the Property and "Unit" followed by a number shall mean that Unit corresponding to the plot number on the Plan.

All other words contained in these Articles shall bear the same meanings as in the Companies Act 1985 or any statutory modification or re-enactment thereof (unless the context otherwise requires).

In these Articles the singular shall include the plural and the masculine shall include the feminine and vice versa.

MEMBERS

- 3 The Subscribers and such other persons as are admitted to membership in accordance with the Articles shall be the members of the Company. The Subscribers and any person approved in writing by the Developer or the Subscribers for this purpose shall be admitted as 'A' Members of the Company.
- 4 The following persons shall be entitled to become Resident Members of the Company and in the case of any Freehold Interest or Leasehold Interest vested for the time being in two or more persons they shall be deemed to be members jointly and shall be registered accordingly in the Register of Members:-
 - 4.1 any person shall be admitted forthwith upon written application as a 'B' Member if such person is at any time the owner of a Freehold Interest in Unit 1, Unit 2, Unit 3, Unit 5 or Unit 6;
 - 4.2 any person shall admitted forthwith upon written application as a 'C' Member if such person is at any time the owner of a Freehold Interest in Unit 4 or Unit 7 or a Leasehold Interest in Unit 8; and
 - 4.3 any person shall admitted forthwith upon written application as a 'D' Member if such person is at any time the owner of a Leasehold Interest in Unit 9, Unit 10 or Unit 11.

- 5 On any person acquiring any Freehold Interest or Leasehold Interest from the Developer, such person shall be deemed to have applied for membership on completion of the transfer of the freehold or on completion of the lease (as appropriate) and on the date of the passing of the Hand-Over Resolutions shall be admitted as 'B', 'C' or 'D' Members (as appropriate) on the passing of the Hand-Over Resolutions.
- 6 Subject to the aforesaid no other person shall be entitled to become a member of the Company.
- 7 An 'A' Member may at any time withdraw from the Company by giving notice in writing to the Secretary. Such notice shall be effective forthwith upon receipt at the Company's registered office. All of the 'A' Members shall in any event automatically cease to be members of the Company with effect from the passing of the Hand-Over Resolutions.
- 8 A Resident Member shall automatically cease to be a member of the Company on his (or their in the case of a Freehold Interest or Leasehold Interest being vested in more than one person) ceasing to own a Freehold Interest or Leasehold Interest.

NOTICE OF GENERAL MEETINGS

- 9 In Regulation 38:-
- 9.1 in paragraph (b) the words "being a majority together holding not less than ninety-five per cent in nominal value of the shares giving that right" shall be amended to read "being a majority together being not less than ninety-five per cent of the members entitled to attend and vote at the meeting (joint members for this purpose being treated as one member);
- 9.2 the words "and, in the case of special business", shall be inserted before "the general nature of the business to be transacted" and the following words shall be inserted as a new paragraph:-
- "All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at any annual general meeting with the exception of declaring a dividend, the consideration of the accounts, balance sheets and the reports of the directors and auditors, the election of directors in place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.

- 9.3 the words "The Notice shall be given to all the members and to the directors and auditors" shall be substituted for the last sentence.

PROCEEDINGS AT GENERAL MEETINGS

- 10 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as otherwise provided, prior to the passing of the Hand-Over Resolutions one member present in person shall be a quorum and thereafter two Resident Members present in person or by proxy shall be a quorum. Regulation 40 shall be modified accordingly.
- 11 The words "and at any separate meeting of the holders of any class of shares in the company" shall be omitted from Regulation 44.
- 12 Paragraph (d) of Regulation 46 shall be omitted.
- 13 On a show of hands every member present or represented in person shall have one vote at any general meeting. On a poll duly demanded every member present in person or by proxy shall have one vote.
- 14 Subsequent to the passing of the Hand-Over Resolutions the following provisions shall apply:-
- 14.1 except as provided in Sub-Articles 14.2 and 14.3, all Resident Members shall be entitled to vote on any matter relating to the Company;
- 14.2 only 'C' Members shall be entitled to vote on any matter relating exclusively to the obligations and/or liabilities of the Company in respect of Unit 8, Parking Space 8, Garage 8, Garage 4 or Garage 7 and the building and curtilage comprising the same;
- 14.3 only 'D' Members shall be entitled to vote on any matter relating exclusively to the obligations and/or liabilities of the Company in respect of Unit 9, Unit 10, Unit 11. Parking Space 9, Parking Space 10 or Parking Space 11 and the building and curtilage comprising the same.

DIRECTORS

15 Prior to the passing of the Hand-Over Resolutions the following provisions shall apply:-

15.1 There shall be no minimum or maximum number of Directors. Whensoever the minimum number of Directors shall be one, a sole director shall have authority to exercise all powers and discretions by Table A and by these Articles expressed to be vested in the directors generally and Regulation 89 shall be modified accordingly.

15.2 The First Director(s) (or the Nominee Director(s) appointed under this Article) may appoint any person to be a director in addition to or in place of himself or themselves (a "Nominee Director") to hold office until the passing of the Hand-Over Resolutions.

15.3 The First Director(s) and any Nominee Director(s) shall pass board resolutions on or as soon as reasonably practicable after the Hand-Over Date (either in a Board Meeting or by way of written resolutions) to accept the resignation of the First Director(s) and any Nominee Director(s) and the company secretary at that date and to appoint new directors and a new Company Secretary (if nominated) and to pass any other necessary resolutions in connection with the transfer of the Company into the control of owners of Freehold Interests and Leasehold Interests including admitting such persons at the passing of the Hand-Over Resolutions as 'B', 'C' and 'D' Members as appropriate.

16 Subsequent to the passing of the Hand-Over Resolutions the following provisions shall apply:-

16.1 Unless and until otherwise determined by the Company in general meeting, the number of directors shall be not less than 2 nor more than 11.

16.2 Only persons who are members of the Company shall be entitled to hold office as a director and any director (or in the case of a director who is a duly appointed representative of a corporate member, any corporate member) who ceases so to be shall ipso facto be deemed to have resigned as a director.

16.3 A duly appointed representative of a corporate member shall be qualified to act as a director under this Article by virtue of that corporate member being a member of the Company.

GENERAL

- 17 The directors shall not be subject to retirement by rotation and accordingly any reference in Regulations 73 to 80 (inclusive) to directors retiring by rotation shall not apply to the Company.
- 18 Any person appointed a director by the directors shall not be required to be re-appointed at an annual general meeting of the Company and accordingly the final two sentences of Regulation 79 shall not apply to the Company.

BORROWING POWERS

- 19 The directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, and any part thereof, and subject to section 80 of the Companies Act 1985 to issue Debenture, Debenture Stock and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

- 20 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by ordinary resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or the direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
- 21 A director may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising out of such contract or arrangement and if he shall so vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; Regulations 94 and 95 of Table A shall be amended accordingly.
- 22 The words "of any class of shares" shall be omitted from Regulation 83.

ALTERNATE DIRECTORS

- 23 Any director may appoint any other member of the Company to be an alternate director and may revoke any such appointment at any time. An alternate director shall be entitled to receive notice of and to attend and vote at meetings of directors in place of the director appointing him, but shall not be entitled to any remuneration from the Company. Any appointment or revocation made under this Article shall be made by notice to the Company in writing signed by the director. Regulations 65 to 68 inclusive shall be varied accordingly.

SECRETARY

- 24 The first secretary of the Company will be the person named in the statement delivered to the Registrar of Companies in accordance with Section 10 of the Companies Act 1985.

INDEMNITY AND INSURANCE

- 25 Every 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 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 or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

- 26 Regulation 118 shall not apply to the Company.

MINUTES

- 27 The words "of the holders of any class of shares in the company" shall be omitted from Regulation 100.

NOTICES

- 28 The second sentence of Regulation 112 shall be omitted.

- 29 The words "or the holders of any class of shares in the company" shall be omitted from Regulation 113.

Names and Addresses of Subscribers

1. Christopher Philip Heath
49 Sandringham Road
Abington
Northampton
NN1 5NA



Solicitor

2. John Hamilton Peet
The Old Rectory
Church Street
Rothersthorpe
Northamptonshire
NN7 3JD



Solicitor

Dated this 1st day of August, 2001

Witness to the above signatures:-

Lois Powell
5-7 The Lakes
Northampton
NN4 7SH

