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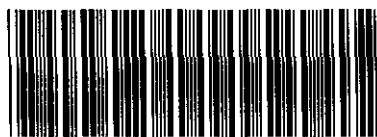
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4369905

The Registrar of Companies for England and Wales hereby certifies that
THE PROPERTY PORTFOLIO (SOUTH) 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 8th February 2002



N04369905N



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



Companies House

for the record

12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

Company Name in full

THE PROPERTY PORTFOLIO (SOUTH)
LIMITED

I, STEPHEN R. THOMPSON

of ENERGIZE SECRETARY LIMITED

† 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

73-75 PRINCESS ST. MANCHESTER

On Day Month Year
07 02 2002

① Please print name.

before me ①

SARAH MYNES

Signed

Date

7 FEB 2002

† 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.

ENERGIZE CONSULTING LTD
73-75 PRINCESS ST. MANCHESTER
M2 4EG Tel 0161 236 0066
DX number DX exchange



JMA
COMPANIES HOUSE

0810
07/02/02

Form revised June 1998

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
or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh



Companies House

for the record

10

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office

4369905

Company Name in full

THE PROPERTY PORTEOLIO (SOUTH)
LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

MAGNOLIA HOUSE

PILLMORE ROAD

Post town

WATCHFIELD

County / Region

SOMERSET

Postcode

TA9 4LB

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

ENERGIZE CONSULTING LIMITED

Address

73-75 PRINCESS STREET

ST. PETER'S SQUARE

Post town

MANCHESTER

County / Region

Postcode

M2 4EG

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.

Energize Consulting Ltd

73-75 Princess St. Manchester

M2 4EG

Tel 0161 236 0066

DX number

DX exchange



JMA
COMPANIES HOUSE

0309
07/02/02

ge

Form revised July 1998

When you have completed and signed the form please send it to the
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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

Company Secretary (see notes 1-5)

Company name

THE PROPERTY PORTFOLIO (SOUTH) LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

ENERGIZE SECRETARY LIMITED

Previous forename(s)

Previous surname(s)

Address

73-75 PRINCESS STREET

Usual residential address

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

ST. PETER'S SQUARE

Post town

MANCHESTER

County / Region

Postcode

M2 4EG

Country

UNITED KINGDOM

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

Consent signature

Date

- 7 FEB 2002

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

ENERGIZE DIRECTOR LIMITED

Previous forename(s)

Previous surname(s)

Address

73-75 PRINCESS STREET

Usual residential address

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

ST. PETER'S SQUARE

Post town

MANCHESTER

County / Region

Postcode

M2 4EG

Country

UNITED KINGDOM

Day Month Year

Date of birth

Nationality

Business occupation

DIRECTOR

Other directorships

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

Consent signature

Date

- 7 FEB 2002

Directors (continued) (see notes 1-5)

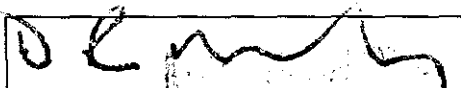
NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>						
* Voluntary details	Forename(s)	<input type="text"/>								
	Surname	<input type="text"/>								
	Previous forename(s)	<input type="text"/>								
	Previous surname(s)	<input type="text"/>								
Address	<input type="text"/>									
Usual residential address	<input type="text"/>									
For a corporation, give the registered or principal office address.	Post town	<input type="text"/>								
	County / Region	<input type="text"/>	Postcode	<input type="text"/>						
	Country	<input type="text"/>								
	Date of birth	<table border="1"><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td><input type="text"/></td><td><input type="text"/></td><td><input type="text"/></td></tr></table>	Day	Month	Year	<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality	<input type="text"/>
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	Business occupation	<input type="text"/>								
	Other directorships	<input type="text"/>								
		<input type="text"/>								
	I consent to act as director of the company named on page 1									
Consent signature	<input type="text"/>	Date	<input type="text"/>							

This section must be signed by

Either

**an agent on behalf
of all subscribers**

Signed



Date

07 FEB 2002

Or the subscribers

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

010243

Bank of Scot / £120 / 010243

THE COMPANIES ACT 1985 - 1989
PRIVATE COMPANY LIMITED BY SHARES

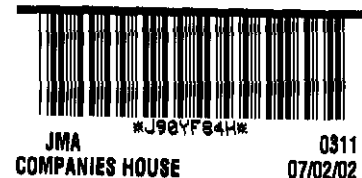
COMPANY NO.
INCORPORATED.

020397

020397

Memorandum of Association of The Property Portfolio (South) Limited

1. The Company's name is **The Property Portfolio (South) Limited**
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:



- (a) To carry on all or any of the business of a general commercial Company general merchants and cash and credit traders manufacturers agents and representatives insurance brokers and consultants estate and advertising agents mortgage brokers financial agents advisers managers and administrators hire purchase and general financiers brokers and agents commission agents importers and exporters manufacturers retailers wholesalers buyers sellers distributors and shippers of and dealers in all products goods wares merchandise and produce of every description.
- (b) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the property or rights of the Company.
- (c) To apply for, purchase, register or otherwise acquire and protect and renew, whether in the United Kingdom or elsewhere in any part of the world any patent rights, brevets d'invention, designs, concessions, secret processes, trade marks, licences, and the like and to alter, disclaim, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
- (d) To purchase, take on lease or in exchange, hire or by any other means acquire and take options over any freehold, leasehold or any other real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business, or may enhance the value of any other property of the Company.

- (e) To acquire and undertake the whole or any part of the business, goodwill, assets, property, and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- (f) To acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, co - operation, joint adventure, union of interest or reciprocal concession with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which is capable of being conducted so as directly or indirectly to benefit the Company.
- (g) To enter into any arrangements with any governments or authorities supreme, local, municipal, or otherwise, or any company or person that may seem conducive to the attainment of the Company's objects, or any of them, and to obtain from any such government or authority any rights, charters, licences, privileges or concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply therewith.
- (h) To draw, make, accept, endorse, discount, execute, negotiate and issue promissory note, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (i) To invest and deal with the moneys of the Company not immediately required in any manner, and to hold sell or otherwise deal with any investments made.
- (j) To subscribe for, take or otherwise acquire, and hold shares, stock, debentures, debenture stock or other securities of any other company.
- (k) To establish or promote any other company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company, or for any other purpose which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company and to place or guarantee the placing of, under - write, subscriber for or otherwise acquire all or any part of the shares, debentures or other securities of any such company.
- (l) To advance and lend money or give credit, with or without security to customers and others, to enter into guarantees, contracts or indemnity and suretyships of all kinds to receive money on deposit or loans and to become security for any persons, firms or companies.
- (m) To raise or borrow money in such a manner as the Company shall think fit, and to secure the repayment of any such money raised, borrowed or owing by mortgage, lien, charge or other security upon all or any part of the property or assets of the Company (whether present or future) including its uncalled capital, and also by a similar mortgage lien, charge or security to secure and guarantee the performance by the Company or any obligation or liability it may undertake or which may become binding on it.
- (n) To pay out of the funds of the Company all or any expenses which the Company may lawfully pay with respect to the promotion, formation and incorporation of the Company or to contract with any person firm or company to pay the same and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures or other securities of the Company.

- (o) To remunerate any person, firm or company whether by cash payment or by the allotment of shares, debentures or other securities of the Company's credited as paid up in full or in part or otherwise.
- (p) To subscribe to or support any charitable object or any institution and to give pensions, bonuses, gratuities or assistance to any person who is serving or has served the Company, whether as a director, employee or otherwise, and his family and dependants; to make payments towards insurance, and to establish form and contribute to provident, superannuation and other similar funds and trusts, associations, clubs, schools, and other institutions for the benefit of any such persons aforesaid.
- (q) To distribute among the members of the Company any property of the Company of any kind or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital of the Company be made except with the sanction for the time being required by law.
- (r) To procure the Company to be registered or recognised in any part of the world.
- (s) To act as agents or brokers and as trustees for any person, firm, or company, and undertake and perform sub - contracts and also to act in any of the businesses of the Company in any part of the world through or by means of agents, subcontractors or others.
- (t) To improve, develop, manage, grant rights or privileges in respect of, construct, repair, let on lease or otherwise, exchange, mortgage, charge, dispose of, sell, grant licences in respect of, turn to account, grant options in respect of, or otherwise deal with all or any part of the property and rights of the Company both real and personal.
- (u) To sell or otherwise dispose of the whole or any part of the business of the Company, either together or in portions for such considerations as the Company may think fit, and in particular for shares, debentures or securities of any company purchasing the same.
- (v) To do all or any of the matters or things aforesaid in any part of the world and to do such matters or things either as principals, agents, contractors or otherwise and by or through agents, contractors or otherwise and either alone or in conjunction with others.
- (w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that

- (i) The objects specified in each sub - clause shall be regarded as independent objects, and they shall not be limited or restricted, except where otherwise expressed in such sub - clauses, by reference to or inference from the terms of any other sub - clause or the name of the Company, but may be carried out in as full and ample a manner and constructed in as wide a sense as if each of the said sub - clauses defined the objects of a separate and distinct company.
- (ii) The word "Company", except where used in reference to this Company, shall be deemed to include any partnership or any other body of persons, whether incorporated, registered, resident or domiciled in the United Kingdom or elsewhere.

4. The liability of the members is limited.

5. The Company's share capital is £1,000 divided into 1,000 ordinary shares of £1.00 each.

We the subscribers of this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum and we agree to take the number of shares shown opposite our respective names.

ENERGIZE DIRECTOR LIMITED
73-75 PRINCESS STREET
ST PETERS SQUARE
MANCHESTER
M2 4EG

TWO

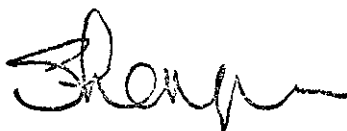


An Authorised Signatory

17 FEB 2002

DATED.....

Witness to the above signatures:



STEPHEN THOMPSON
73-75 PRINCESS STREET
ST PETERS SQUARE
MANCHESTER
M2 4EG

Articles of Association of The Property Portfolio (South) Limited

Preliminary

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") subject to the additions exclusions and modifications hereinafter expressed shall constitute the Articles of Association of the Company.

Share Capital

2. The Directors of the Company may (subject to regulations 3 and 4 (i) below and section 80 of the Act) allot grant options over or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Act) in the Company on such terms and conditions and in such manner as they shall think proper.
3. The Directors of the Company are generally and unconditionally authorised during the period of five years from the date of incorporation of the Company to allot grant rights to subscribe for or convert securities into shares in relation to the original shares in the authorised share capital of the Company to such persons at such times and on such terms and conditions as they think fit subject to the provisions of section 80 of the Act.
- 4.(i) Subject to any directions to the contrary that may be given by Special Resolution by the Company in General Meeting any shares which do not compromise the original authorised share capital of the Company shall before they are issued be offered to the Members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the Member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined and after the expiration of such time or on receipt of an intimation from the Member to whom the notice is given that he declines to accept the shares the Directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of this paragraph shall have effect only insofar as they are not inconsistent with section 80 of the Act.
- (ii) In accordance with section 91 (1) of the Act section 89 (1) and sections (90) (1) to (6) (inclusive) of the Act shall not apply to the Company.

Lien

5. (i) The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The Company shall also have a first and paramount lien on every share (whether or not it is a fully paid share) standing registered in the name of any Member solely or registered in the names of two or more joint holders for all moneys presently payable by him or his estate to the Company. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation.
- (ii) Regulation 8 of Table A shall not apply to the Company.

Notice of General Meetings

- 6.(i) An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution or a Resolution appointing a person as a Director 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: -
- (a) In the case of an Annual General Meeting by all the Members entitled to attend and vote thereat; and
 - (b) In the case of any other Meeting by a majority of in number of the Members having a right to attend and vote being a majority together holding not less than ninety - five per cent in nominal value of the shares giving that right.
- (ii) The notice shall specify the time and place of the Meeting and in the case of special business only the general nature of the special business to be transacted and in the case of an Annual General Meeting shall specify the Meeting as such.
- (iii) 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 other accounts balance sheets and the reports of the Directors and Auditors and the appointment of and the fixing of the remuneration of the Auditors.
- (iv) Subject to the provisions of these Articles and to any restrictions imposed on any shares all notices of and any other communications relating to any General Meetings of the Company or of separate General Meetings of the holders of any class of share capital of the Company shall be given to all the Members to all persons entitled to a share in consequence of the death or bankruptcy of Member and to the Directors and Auditors of the Company for the time being.
- (v) Regulation 38 of Table A shall not apply to the Company.

Proceedings at General Meetings

- 7.(i) No business shall be transacted at any Meeting unless a quorum is present at the time the Meeting proceeds to business. One person entitled to vote upon the business to be transacted being a Member or a Proxy for a Member or a duly authorised representative of a corporation shall be a quorum.
- (ii) If such a quorum is not present within half an hour from the time appointed for the Meeting the Meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine. If at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the Meeting shall be dissolved.
- (iii) Regulations 40 and 41 of Table A shall not apply to the Company.

Number of Directors

- 8.(i) Unless otherwise determined by Ordinary Resolution in General Meeting of the Company the number of Directors (other than Alternate Directors) shall not be subject to any maximum and the minimum number of Directors shall be one. If and so long as the minimum number of Directors shall be one a sole Director may exercise all the authorities and powers which are vested in the Directors by Table A and by these Articles. Regulation 89 of Table A shall be modified accordingly.
- (ii) Regulation 64 of Table A shall not apply to the Company.

Appointment of Directors

9. The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Act.
10. No person shall be appointed a Director at any General Meeting unless: -
 - (a) he is recommended by the Directors; or
 - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment together with notice executed by that person of his willingness to be appointed.
11. Subject to regulation 10 above the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.
12. The directors may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors.
13. 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.

Directors Gratuities and Pensions

- 14.(i) The powers of the Company set out in Clause 3(p) of the Memorandum of Association may be exercised by the Directors of the Company.
- (ii) Regulation 87 of Table A shall not apply to the Company.

Proceedings of Directors

- 15.(i) A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.
- (ii) Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

The Seal

- 16.(i) In accordance with section 36A(3) of the Act the Company need not have a seal. If the Company has a seal it shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director. Regulation 101 of Table A shall not apply to the Company.
- (ii) The requirements set out in Regulation 6 of Table A governing the sealing of share certificates shall only apply if the company has a seal.
- (iii) The Company may in accordance with Section 39 of the Act have for use in any territory district or place elsewhere than in the United Kingdom an official seal. Such seal shall only be used by the authority of the Directors or a committee of Directors authorised by the Directors.

Secretary

17. The first Secretary or Joint - Secretaries of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Act.

Transfer of Shares

18. The Directors may in their absolute discretion decline to register the transfer of a share whether or not it be a fully paid share and no reason for the refusal to register the aforementioned transfer need be given by the Directors. The first sentence of regulation 24 of Table A shall not apply to the Company.

NAMES AND ADDRESSES OF SUBSCRIBERS

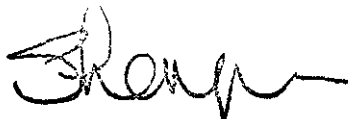
ENERGIZE DIRECTOR LIMITED
73-75 PRINCESS STREET
ST PETERS SQUARE
MANCHESTER
M2 4EG



An Authorised Signatory

7 FEB 2002
DATED.....

Witness to the above signatures:



STEPHEN THOMPSON
73-75 PRINCESS STREET
ST PETERS SQUARE
MANCHESTER
M2 4EG