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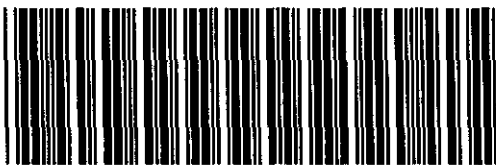
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4774725

The Registrar of Companies for England and Wales hereby certifies that
PARK CENTRAL MANAGEMENT (ZONE 3/2) LIMITED

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

Given at Birmingham, the 22nd May 2003



N04774725N



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Please complete in typescript, or in bold black capitals.

CHFP014

Declaration on application for registration

Company Name in full

Park Central Management (Zone 3/2) Limited

I, Susan Jane Mann

of Britannia House, 50 Great Charles Street, Birmingham B3 2LT

† 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

40 GREAT CHARLES ST BIRMINGHAM B3 2LT

Day Month Year

On

22 05 2003

① Please print name.

before me

EDWARD FLANAGAN.

Signed

Date

22 MAY 2003

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.

Putsman.wlc, Britannia House, 50 Great Charles Street,

Birmingham B3 2LT Tel 0121 237 3000 (Ref: B/SJM/JW/33758-1)

DX number 702312 DX exchange Birmingham 10

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



For

BIR COMPANIES HOUSE

Please complete in typescript,
or in bold black capitals.

CHWP007

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

Park Central Management (Zone 3/2) Limited

Proposed Registered Office

Crest House

(PO Box numbers only, are not acceptable)

39 Thames Street

Post town

Weybridge

County / Region

Surrey

Postcode

KT13 8JG

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

Putsman.wlc

Address

Britannia House

50 Great Charles Street

Post town

Birmingham

County / Region

West Midlands

Postcode

B3 2LT

Number of continuation sheets attached

1

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.

Putsman.wlc

Britannia House, 50 Great Charles Street, Birmingham B3 2LT

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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

Park Central Management (Zone 3/1) Limited

NAME *Style / Title

Mr

*Honours etc

* Voluntary details

Forename(s)

William George

Surname

Hague

Previous forename(s)

Previous surname(s)

Address

21 Bosman Drive

Usual residential address

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

Post town

Windlesham

County / Region

Surrey

Postcode

GU20 6JN

Country

United Kingdom

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

Consent signature

W. Hague

Date

21/5/03

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

Stephen

Surname

Boid

Previous forename(s)

Previous surname(s)

Address

26 Washington Wharf

Usual residential address

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

Post town

Birmingham

County / Region

West Midlands

Postcode

B1 1NN

Country

United Kingdom

Day Month Year

Date of birth

1 1 0 5 1 9 4 8

Nationality

British

Business occupation

Project Director

Other directorships

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

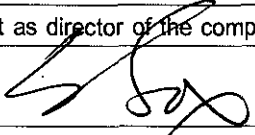
Consent signature

S. Boid

Date

15.05.03

Directors (continued) (see notes 1-5)

NAME	*Style / Title	Mr		*Honours etc	
* Voluntary details	Forename(s)	William			
	Surname	Box			
	Previous forename(s)				
	Previous surname(s)				
Address	Meadowcrest				
Usual residential address	Coopers Hill				
For a corporation, give the registered or principal office address.	Post town	Alvechurch			
	County / Region	Worcestershire	Postcode	B48 7BX	
	Country	United Kingdom			
	Date of birth	Day	Month	Year	Nationality
		2	6	0 8 1 9 4 5	British
	Business occupation	Managing Director			
	Other directorships	Crest Nicholson Residential Plc, Crest Nicholson (Midlands)			
		Limited, Redrow Homes (Midlands) Limited (resigned 31/08/2002)			
	I consent to act as director of the company named on page 1				
Consent signature				Date	19.5.03

This section must be signed by

Either

an agent on behalf of all subscribers

Signed

Date

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

CHWP007

Company name

Park Central Management (Zone 3/2) Limited

NAME *Style / Title

*Honours

* Voluntary details

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

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

Keith Richard

Surname

Bates

Previous forename(s)

Previous surname(s)

Address

49 Welland Road

Usual residential address

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

Post town

Derby

County / Region

Derbyshire

Postcode

DE65 5GZ

Country

United Kingdom

Day Month Year

Date of birth

2 0 0 8

1 9 6 1

Nationality

British

Business occupation

Finance Director

Other directorships

Crest Nicholson (Midlands) Limited

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

Consent signature

Date

16-5-03

The Companies Act 1985

COMPANY LIMITED BY SHARES

017246



MEMORANDUM OF ASSOCIATI

-of-



PARK CENTRAL MANAGEMENT (ZONE 3/2) LIMITED

1. The name of the Company is PARK CENTRAL MANAGEMENT (ZONE 3/2) LIMITED.
2. The registered office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are:
 - (A)(i) To acquire, hold and administer freehold and/or leasehold interests in property at Park Central Attwood Green, Birmingham ("the Property") and freehold or leasehold interests in any other land buildings and real property either on its own account or as trustee nominee or agent for any other company or person and for the benefit of the Property or the owners lessees or occupiers of the Property and to enter into all contracts and execute all deeds as shall be necessary appropriate or desirable in relation to the Property or any such other property;
 - (ii) To purchase acquire and deal with and take options over any property real or personal including the Property including to grant leases to purchasers within the Property and to administer transfers of such leases and to manage lease grant licences or concessions or any rights or privileges of any kind over or in respect of any property and to improve develop sell lease exchange mortgage or charge accept surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Company;
 - (iii) To collect all rents charges rent charges and other income and to pay any rates taxes charges rent charges duties levies assessments or other outgoings charged assessed or imposed on or in respect of the Property or any part of the Property or any other property of the Company;
 - (iv) To provide services of every description in relation to the Property or any other property of the Company and to maintain repair clean renew redecorate repaint renovate refurbish construct alter and add to or pull down and remove or replace the Property or any part of the Property or any other property of the Company and to arrange for the supply to the Property or any other property of the Company of services and amenities and the maintenance of the same and the cultivation

maintenance landscaping and planting of any land gardens and grounds comprised in the Property or other such property and to enter into contracts with builders tenants professional advisors contractors and others and to employ appropriate or desirable staff and managing or other agents;

- (v) To insure the Property or any other property of the Company or in which it has an interest against damage or destruction and such other risks as may be considered necessary appropriate or desirable and any other risks that it may consider prudent or desirable to insure against.
- (B) To establish and maintain capital reserves management funds and any form of sinking fund in order to pay or contribute towards all fees costs and other expenses incurred in the implementation of the Company's objects and to require the leaseholders of the Property to contribute towards such reserves or funds at such times in such amounts and in such manner as the Company may think fit and to invest and deal in and with such money not immediately required in such manner as may from time to time be determined.
- (C) To purchase, take on lease or on hire or otherwise acquire, hold, develop, sell, hire out, grant leases or licences or otherwise dispose of or deal with real and personal property of all and any kinds and any interest, right or privilege therein, for such consideration and on such terms as may be considered expedient for the proper discharge or conduct of the business of the Company.
- (D) To purchase, subscribe for or otherwise acquire, and hold and deal with, any shares, stocks, debentures, bonds or securities of any other company.
- (E) To sell or otherwise dispose of the whole or any part of the business and/or undertaking of the Company, either together or in portions for such consideration and on such terms as may be considered expedient.
- (F) To purchase or otherwise acquire and undertake, and to supervise and manage, all or any part of the business, property, assets and liabilities of any person or company.
- (G) To invest and deal with the monies of the Company not immediately required for the purpose of its business in or on such investments or securities and in such manner as may be considered expedient, and to dispose of or vary any such investments or securities.
- (H) To enter into any partnership or into any arrangement for sharing profits or to amalgamate with any person or company carrying on or proposing to carry on any business.
- (I) To lend or advance money or give credit to such persons or companies and on such terms as may be considered expedient, and to receive money on deposit or loan from any person or company.
- (J) To borrow or raise money on such terms and on such security as may be considered expedient and, in particular, but without limiting the generality of the foregoing, by the issue or deposit of debentures, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of

the undertaking, property and assets of the Company both present and future, including its uncalled capital.

- (K) Either with or without the Company receiving any consideration or advantage direct or indirect from giving any such indemnity guarantee support or security and so as to be an independent object of the Company to give indemnity for, or to guarantee, support or secure the performance of all or any of the obligations of any person or company whether by personal covenant or by mortgage, charge or lien on the whole or any part of the undertaking, property and assets of the Company both present and future, including its uncalled capital, or by all or any of such methods; and in particular, but without limiting the generality of the foregoing, to give indemnity for, or to guarantee, support or secure whether by personal covenant or by any such mortgage, charge, or lien, or by all or any of such methods, the performance of all or any of the obligations (including the repayment or payment of the principal and premium of, and interest on, any securities) of any company which is for the time being the Company's holding company or subsidiary or another subsidiary of any such holding company.
- (L) To pay for any property, assets or rights acquired by the Company, and to discharge or satisfy any debt, obligation or liability of the Company, either in cash or in shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any other securities which the Company has power to issue, or partly in one way and partly in another, and generally on such terms as may be considered expedient.
- (M) To accept payment for any property, assets or rights disposed of or dealt with or for any services rendered by the Company, or in discharge or satisfaction of any debt, obligation or liability to the Company, either in cash or in shares, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in any other securities, or partly in one way and partly in another, and generally on such terms as may be considered expedient.
- (N) To form, promote, finance or assist any other company, whether for the purpose of acquiring all or any of the undertaking, property and assets of the Company or for any other purpose which may be considered expedient.
- (O) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, stocks, debentures, bonds and other securities of any company on such terms as to remuneration and otherwise as may be considered expedient.
- (P) To apply for, purchase or otherwise acquire and hold, use, develop, sell, licence or otherwise dispose of or deal with patents, copyrights, designs, trade marks, secret processes, know-how and inventions and any interest therein.
- (Q) To draw, make, accept, endorse negotiate, discount, execute, and issue promissory notes, bills of exchange, scrip warrants and other transferable or negotiable instruments.
- (R) To establish and maintain or procure the establishment and maintenance of, any pension or superannuation funds or retirement benefit schemes (whether contributory

or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances emoluments and any other relevant benefits to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary or holding company of the Company or which is a subsidiary of any such holding company or is allied to or associated with the Company, or any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interest and well being of, the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid and without prejudice to the generality of the foregoing to act either alone or jointly as trustee or administrator for the furtherance of any of the aforesaid purposes.

- (S) To establish, on and subject to such terms as may be considered expedient, a scheme or schemes for or in relation to the purchase of, or subscription for, any fully or partly paid shares in the capital of the Company by, or by trustees for, or otherwise for the benefit of, employees of the Company or of its subsidiary or associated companies.
- (T) To the extent permitted by law, to give financial assistance for the purpose of the acquisition of shares of the Company or any holding company of the Company or for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan, guarantee, indemnity, the provision of security or otherwise.
- (U) To subscribe or guarantee money for any national, charitable, benevolent, public, general, political or useful object, and to undertake and execute any trusts the undertaking whereof may be considered expedient, and either gratuitously or otherwise.
- (V) To enter into any arrangement with any government or other authority, supreme, municipal, local or otherwise and to obtain from any such government or authority any rights, concessions, privileges, licences and permits and to promote any legislation, as may be considered expedient.
- (W) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.
- (X) To remunerate any person or company rendering service to the Company in any manner and to pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company and of any other company formed, promoted, financed or assisted by the Company, or which the Company shall consider to be in the nature of preliminary expenses in relation to the Company or any such

other company, including the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters.

- (Y) To carry on any business which, in the opinion of the directors of the Company, may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects and to do all other things as may be incidental or conducive to the attainment of any of the objects of the Company.
- (Z) To do all or any of the above things in any part of the world, either alone or in conjunction with others, and either as principals, agents, contractors, trustees or otherwise and either by or through agents, contractors, trustees or otherwise.

It is hereby declared:

- (1) that the expressions "subsidiary" and "holding company" where they appear in this clause shall have the meanings ascribed to those expressions by Section 736 of the Companies Act 1985;
 - (2) that, where the context so admits the word "company" in this clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1985; and
 - (3) that the objects specified in each of the sub-clauses of this clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed therein) 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 construed in as wide a sense as if each defined the objects of a separate and distinct company.
- 4. The liability of the members is limited
 - 5. The share capital of the Company is £100 divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential deferred or other special rights privileges conditions or restrictions as to dividend capital voting or otherwise.

I, the person whose name, address and description is subscribed, am desirous of being formed into a company in pursuance of this Memorandum of Association, and I agree to take the number of shares in the capital of the Company set opposite my name

Name, Address and Description
of Subscriber

Number of Shares taken
by Subscriber

CREST NICHOLSON OPERATIONS LIMITED

One

Crest House
39 Thames Street
Weybridge
Surrey
KT13 8JL



DATED the 21st day of May 2003

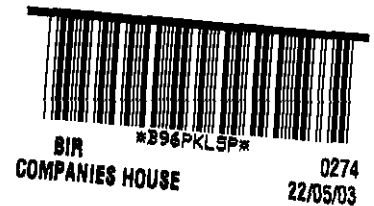
WITNESS to the above signatures:

W B Hogue
21 Bosman Drive
Windsor
Surrey GU26 6SW
Chartered Secretary
Worleham

The Companies Act 1985
Company Limited by Shares
ARTICLES OF ASSOCIATION

of

PARK CENTRAL MANAGEMENT (ZONE 3/2) LIMITED



PRELIMINARY

1. (a) The regulations and definitions contained or incorporated 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 ("Table A") shall, except where the same are excluded or varied by or are inconsistent with these articles, apply to the Company and with the following articles shall constitute the articles of the Company;
- (b) In regulation 1 of Table A the words "and in articles of association adopting the same" shall be inserted on each occasion after the word "regulations" and the definition "execution" shall include both signature under hand and execution under seal or as a deed;
- (c) In these articles "Controlling Company" means any body corporate which is the registered holder for the time being of more than one half in nominal value of the issued ordinary share capital of the Company for the time being.

SHARE CAPITAL

2. (a) Where there is a Controlling Company no share shall (without the consent in writing of the Controlling Company) be issued or transferred to or held by any person other than the Controlling Company or a director or an employee of the Controlling Company or some other person expressly nominated for the purpose by the Controlling Company in writing but subject thereto all the unissued shares for the time being in the capital of the Company shall be at the disposal of the directors who may allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms and conditions as they think proper, subject to Section 80 of the Act, and provided that no shares shall be issued at a discount;
- (b) The provisions of Sections 89(1) and 90(1) to (6) inclusive of the Act shall not apply to the Company.

LIEN

3. The lien conferred by Regulation 8 of Table A shall attach also to fully paid-up shares and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or

shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 of Table A shall be modified accordingly.

TRANSFERS

4. No share shall be issued or transferred to any bankrupt or person of unsound mind.
5. If a Controlling Company shall deliver to the Company a notice in writing purporting to be signed by a director of the Controlling Company and stating that any share of the Company is held by the registered holder thereof, as the nominee of the Controlling Company (or, in the case of a share registered in the name of a deceased or bankrupt holder, was so held at the time of his death or bankruptcy) and naming some other person as having been authorised by the Controlling Company to sign transfers in the place of the holder or the deceased or bankrupt holder, the directors shall be entitled and bound to give effect to any instrument of transfer of that share signed by the person so named as transferor in all respects as if the instrument were signed by the registered holder of the share or by his personal representatives or trustees in bankruptcy.
6. The directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share (whether or not it is fully paid) unless it is:
 - (a) made pursuant to and in accordance with the provisions of Article 2;
 - (b) lodged at the office or at such other place as the directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer;
 - (c) in respect of only one class of shares;
 - (d) in favour of not more than four transferees; and
 - (e) in respect of shares over which the Company does not have a lien.

GENERAL MEETINGS

7.
 - (a) A notice convening a general meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Regulation 38 of Table A shall be modified accordingly.
 - (b) 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 accounts, balance sheets and the reports of the directors and auditors, and the appointment of and the fixing of the remuneration of the auditors.
8.
 - (a) No business shall be transacted at any meeting unless a quorum is present at the time when the meeting proceeds to business. Where there is a Controlling Company the Controlling Company present by single representative or proxy shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting. Save as aforesaid and subject to the provisions of Article 15

two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

- (b) If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting if convened upon the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and such other 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 therefore such adjourned meeting shall be dissolved.
 - (c) Regulations 40 and 41 of Table A shall not apply.
- 9. Any member present in person or by proxy or (being a corporation) present by a duly authorised representative and entitled to vote may demand a poll and regulation 46 of Table A shall be modified accordingly.
 - 10. A proxy shall have the same right to speak as the member whom he represents.
 - 11. In the case of a corporation the signature of a director or the secretary thereof and in the case of joint holders of a share the signature of any one of such joint holders, shall be sufficient for the purposes of passing resolutions in writing pursuant to Regulation 53 of Table A.
 - 12. In the case of a corporation a director or the secretary thereof shall be deemed to be a duly authorised representative for the purpose of Regulation 54 of Table A.
 - 13. Any instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited at any time up to thirty minutes before the time for holding the meeting or adjourned meeting or for taking the poll, at which the person named in the instrument proposes to vote and Regulation 62 of Table A shall be modified accordingly.
 - 14. A director or alternate director need not be a member of the Company but nevertheless shall be entitled to attend and speak at any general meeting and to receive notice of such meeting.

SINGLE MEMBER

- 15. If and for so long as the Company shall have only one member pursuant to The Companies (Single Member Private Limited Companies) Regulations 1992 the following provisions shall apply:
 - (a) One person entitled to vote upon the business to be transacted, being the sole member of the Company or a proxy for that member or (if such member is a corporation) a duly authorised representative of such member, shall be a quorum and Article 8 shall be modified accordingly.
 - (b) The sole member of the Company (or the proxy or authorised representative of the sole member representing that member at the relative general meeting)

shall be the chairman of any general meeting of the Company and Regulation 42 of Table A shall be modified accordingly.

- (c) A proxy for the sole member of the Company may vote on a show of hands and Regulation 54 of Table A shall be modified accordingly.
- (d) All other provisions of these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a Company which has only one member.

THE DIRECTORS

- 16. There is no minimum number of directors. 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. Regulation 64 of Table A shall not apply and Regulation 89 of Table A shall be modified accordingly.
- 17. A Controlling Company shall have power at any time and from time to time by notice in writing to the Company delivered to the office or at a meeting of the directors to appoint any person to be a director and to remove any director from office howsoever appointed but so that such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company.
- 18. The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors.
- 19. Regulations 73 to 80 of Table A shall not apply.
- 20. Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of 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.
- 21. The office of a director shall be forthwith vacated:
 - (a) If by notice in writing to the Company he resigns the office of director, but not being precluded from so doing by any agreement between him and the Company;
 - (b) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors;
 - (c) If in the opinion of his co-directors he becomes incapable by reason of mental disorder of discharging his duties as a director;
 - (d) If he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director;
 - (e) If he is removed from office under Article 17.

22. Unless and until otherwise determined by the Company in any particular case, no director shall vacate or be required to vacate his office as a director on or by reason of his attaining or having attained the age of 70, and any person proposed to be appointed a director shall be capable of being appointed as a director notwithstanding that he has attained the age of 70, and no special notice need be given of any resolution for the appointment as a director of a person who shall have attained the age of 70, and it shall not be necessary to give to the members notice of the age of any director or person proposed to be appointed as such.
23. Without restricting the generality of their powers, the directors may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been directors of or employed by or in the service of the Company its subsidiaries (if any) any Company which is from time to time an immediate or indirect holding company of the company or a subsidiary of such holding company and any company which is otherwise allied to or associated with the Company and to the spouses, former spouses, widows, widowers, children and other relatives and dependents of any such persons and may set up, establish, support and maintain pension, superannuation and other funds or schemes, (whether contributory or non-contributory) and make payments towards insurance or other payments (either in connection with any such fund or scheme or otherwise) for the benefit of such persons or any of them or any clan of them and so that any director shall be entitled to receive and retain for his benefit any such pension, annuity, gratuity allowance or other benefit whether under any such fund or scheme or otherwise. Regulation 87 of Table A shall not apply.
24. The directors may from time to time appoint any one or more persons employed by the Company to be a local associate or executive director or directors for such period and at such remuneration either fixed or varying with profits or otherwise or partly by one method and partly by another, and on such other terms as the directors may from time to time think fit and may at any time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and the provisions following shall apply to every local associate or executive director as appointed, namely:
- (a) A local associate or executive director shall not be deemed to be a director for any purpose.
 - (b) The directors may from time to time entrust to and confer upon a local associate or executive director for the time being such of the powers exercisable under these presents by the directors as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient, and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any of such powers.
25. The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage charge or security over its undertaking property and uncalled capital or any part thereof and to issue debentures, debenture stock and other

securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

26. If any director shall be called upon to perform extra services or to make any special excursions or goes or resides abroad for any of the purposes of the Company, the directors may arrange with such director for such special remunerations for such services or excursions either by way of salary, commission or the payment of a lump sum of money or otherwise as they shall think fit.
27. A director may vote at a meeting of directors or of any committee of the directors on any resolution notwithstanding that it in any way concerns a matter in which he has directly or indirectly any kind of interest or duty whatsoever. If he does so vote his vote shall be counted and (whether or not he votes) he may be counted in ascertaining whether a quorum is present at the meeting. Regulations 94 to 98 inclusive of Table A shall not apply.
28. It shall not be necessary for the directors to sign a book recording their attendances at meetings of directors and Regulation 100 of Table A shall be modified accordingly.
29. The penultimate sentence of Regulation 84 of Table A shall not apply.

ALTERNATE DIRECTORS

30.
 - (a) 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. The first sentence of Regulation 66 of Table A shall be modified accordingly.
 - (b) The words "nor shall any meeting of directors be invalid by reason that notice thereof or of any business to be transacted thereat was not given to any alternate director if his appointor attends such meeting" shall be added at the end of Regulation 66 of Table A.
 - (c) The appointment of an alternate director shall automatically determine on the happening of any event which if he were a director would cause him to vacate office. An alternate director shall also cease to be an alternate director if his appointor ceases to be a director. Regulation 67 of Table A shall not apply.
 - (d) 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.

INDEMNITY

31. In addition to such indemnity as is contained in Regulation 118 of Table A every director or other officer or auditor of the Company shall be entitled to be indemnified out of the assets of the Company against all costs charges losses expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto and no director or other officer or auditor 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 insofar as its provisions are not avoided by the Act.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
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CREST NICHOLSON OPERATIONS LIMITED

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DATED the 21st day of May 2003

Witness to the above signature:

W G Hague
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