

FILE COPY



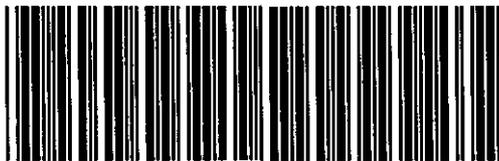
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4790588

The Registrar of Companies for England and Wales hereby certifies that
CRAEGMOOR HOMES LIMITED

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

Given at Companies House, London, the 6th June 2003



N04790588S



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Package: 'Laserform'
by Laserform International Ltd.

Declaration on application for registration

Please complete in typescript,
or in bold black capitals.

CHFP025

4790588

Company Name in full

CRAEGMOOR HOMES LIMITED

I, LYNN CAROLINE CAMPION
of BARLOW, LYDE & GILBERT, BEAUFORT HOUSE,
15 ST. BOTOLPH ST, LONDON EC3A 7NJ

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.

† Please delete as appropriate.

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

Lynn Campion

Declared at

RICHARDS BUTLER, BEAUFORT HOUSE, 15 ST. BOTOLPH ST, LONDON EC3A 7NJ

Day Month Year

On

0 6 0 6 2 0 0 3

● Please print name.

before me ●

STEVEN COTTEE

Signed

[Signature]

Date

6.6.03

† 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.

Barlow Lyde & Gilbert
Beaufort House, 15 St Botolph Street, London, EC3A 7NJ

Tel 0207 247 2277
DX number DX 155 DX exchange London

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**



LD1 *LWCWLLKPF* 0052
COMPANIES HOUSE 06/06/03

Package: 'Laserform'
by Laserform International Ltd.

10

First directors and secretary and intended situation of registered office

Please complete in typescript,
or in bold black capitals.

CHFP025

Notes on completion appear on final page

4790588

Company Name in full

CRAEGMOOR HOMES LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

"HILLCAIRNIE"

ST ANDREWS ROAD

Post town

DROITWICH

County / Region

WORCESTERSHIRE

Postcode

WR9 8DJ

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

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to
contact you if there is a query on the
form. The contact information that you
give will be visible to searchers of the
public record.

Barlow Lyde & Gilbert
Beaufort House, 15 St Botolph Street, London, EC3A 7NJ
Tel 0207 247 2277
DX number DX 155 DX exchange London

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



Company Secretary (see notes 1-5)

Company name

BLG (Professional Services) Limited

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

7th floor, Beaufort House

15 St Botolph Street

Post town

London

County / Region

Postcode

EC3A 7NS

Country

ENGLAND

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

Consent signature

John for
BLG (Professional Services) Limited

Date

6 June 2003

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

CHFP025

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, 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

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

06 08 1956

Nationality

BRITISH

Business occupation

DIRECTOR

Other directorships

SEE ATTACHED

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

Consent signature

Date

John Newell

6 June 2003

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title *Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

Post town

County / Region Postcode

Country

Day Month Year

Date of birth **Nationality**

Business occupation

Other directorships

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

Consent signature **Date**

This section must be signed by

Either

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**

PERSONAL APPOINTMENTS
WITH LIMITED COMPANIES

[Go Back](#)

Name : MICHAEL ANTHONY STRATFORD , ACMA
Nationality : BRITISH
Latest Address : 10 ANNE HATHAWAY DRIVE
CHURCHDOWN
GLOUCESTERSHIRE
Postcode : GL3 2PX

Click [HERE](#) for details of other addresses registered at Companies House for this person.

Date of Birth: 10/02/1958
Company Appointments : Current : 66

To view company details, click on the appropriate company number.
Click [HERE](#) to include Resigned and Dissolved appointments

SECRETARY Appointed: 15/12/1999
Occupation :
Company Number: [02192205](#)
Company Name: SPECIALITY CARE (EMI) PLC
Active

SECRETARY Appointed: 15/12/1999
Occupation :
Company Number: [03833937](#)
Company Name: CRAEGMOOR FINANCE (NO. 2) PLC
Active

SECRETARY Appointed: 15/12/1999
Occupation :
Company Number: [03261468](#)
Company Name: CRAEGMOOR FINANCE PLC
Active

SECRETARY Appointed: 18/09/2000
Occupation : FINANCE DIRECTOR
Company Number: [04076148](#)
Company Name: CRAEGMOOR FUNDING PLC
Active

DIRECTOR Appointed: 30/03/1994
Occupation : FINANCE DIRECTOR
Company Number: [02825572](#)

Company Name:	CRAEGMOOR GROUP LIMITED
	Active
DIRECTOR	Appointed: 30/06/1994
Occupation :	FINANCIAL DIRECTOR
Company Number:	<u>01825148</u>
Company Name:	LONDON PARKCARE LIMITED
	Active
DIRECTOR	Appointed: 30/06/1994
Occupation :	FINANCE DIRECTOR
Company Number:	<u>02155276</u>
Company Name:	PARKCARE HOMES LIMITED
	Active
DIRECTOR	Appointed: 24/11/1994
Occupation :	FINANCE DIRECTOR
Company Number:	<u>01221248</u>
Company Name:	SOUTHBANK PRIVATE NURSING HOME LIMITED
	Active
DIRECTOR	Appointed: 21/03/1995
Occupation :	FINANCE DIRECTOR
Company Number:	<u>01839561</u>
Company Name:	TY - CRAIG NURSING HOME LIMITED
	Active
DIRECTOR	Appointed: 14/09/1995
Occupation :	FINANCE DIRECTOR
Company Number:	<u>01915148</u>
Company Name:	YORKSHIRE PARKCARE COMPANY LIMITED
	Active
DIRECTOR	Appointed: 27/10/1995
Occupation :	FINANCE DIRECTOR
Company Number:	<u>02960351</u>
Company Name:	COMFORT SERVICES LIMITED
	Active
DIRECTOR	Appointed: 10/01/1996
Occupation :	FINANCE DIRECTOR
Company Number:	<u>02051044</u>
Company Name:	BOUGHTON MANOR NURSING HOMES LIMITED
	Active
DIRECTOR	Appointed: 17/01/1996
Occupation :	FINANCE DIRECTOR

Company Number: 02213016
Company Name: SOUTHERN COUNTIES CARE LIMITED
 Active

DIRECTOR Appointed: 14/08/1995
Occupation : COMPANY DIRECTOR
Company Number: 02676447
Company Name: YORKSHIRE CARE HOMES LIMITED
 Active

DIRECTOR Appointed: 16/09/1996
Occupation : COMPANY DIRECTOR
Company Number: 02582268
Company Name: FERGUSON CARE LIMITED
 Active

DIRECTOR Appointed: 02/12/1996
Occupation : COMPANY DIRECTOR
Company Number: 03261468
Company Name: CRAEGMOOR FINANCE PLC
 Active

DIRECTOR Appointed: 04/02/1997
Occupation : COMPANY DIRECTOR
Company Number: 02083074
Company Name: HEALTH & CARE SERVICES (UK) LIMITED
 Active

DIRECTOR Appointed: 04/02/1997
Occupation : COMPANY DIRECTOR
Company Number: 02225965
Company Name: CONCEPT CARE LIMITED
 Active

DIRECTOR Appointed: 04/02/1997
Occupation : COMPANY DIRECTOR
Company Number: 02507285
Company Name: HEALTH & CARE SERVICES HUMBS. LTD
 Active

DIRECTOR Appointed: 04/02/1997
Occupation : COMPANY DIRECTOR
Company Number: 02507302
Company Name: HEALTH & CARE SERVICES YORKS. LTD
 Active

DIRECTOR Appointed: 04/02/1997

Occupation :	COMPANY DIRECTOR
Company Number:	<u>02847005</u>
Company Name:	HEALTH & CARE SERVICES (NW) LIMITED
	Active
DIRECTOR	Appointed: 26/02/1998
Occupation :	DIRECTOR
Company Number:	<u>02485984</u>
Company Name:	SPECIALISED COURSES OFFERING PURPOSEFUL EDUCATION LIMITED
	Active
DIRECTOR	Appointed: 26/02/1998
Occupation :	DIRECTOR
Company Number:	<u>03071277</u>
Company Name:	SPECIALITY CARE (UK LEASE HOMES) LIMITED
	Active
DIRECTOR	Appointed: 26/02/1998
Occupation :	DIRECTOR
Company Number:	<u>03010116</u>
Company Name:	SPECIALITY CARE (REST HOMES) LIMITED
	Active
DIRECTOR	Appointed: 26/02/1998
Occupation :	DIRECTOR
Company Number:	<u>03071279</u>
Company Name:	SPECIALITY CARE (REIT HOMES) LIMITED
	Active
DIRECTOR	Appointed: 26/02/1998
Occupation :	DIRECTOR
Company Number:	<u>02806297</u>
Company Name:	INNOVA HEALTH CARE LIMITED
	Active
DIRECTOR	Appointed: 26/02/1998
Occupation :	DIRECTOR
Company Number:	<u>03011310</u>
Company Name:	SPECIALITY CARE (ADDISON COURT) LIMITED
	Active
DIRECTOR	Appointed: 26/02/1998
Occupation :	DIRECTOR
Company Number:	<u>02970714</u>
Company Name:	SPECIALITY CARE (MEDICARE) LIMITED
	Active

DIRECTOR Appointed: 26/02/1998
Occupation : **DIRECTOR**
Company Number: 03156702
Company Name: **SPECIALITY EQUESTRIAN CENTRE LIMITED**
Active

DIRECTOR Appointed: 26/02/1998
Occupation : **DIRECTOR**
Company Number: 02965073
Company Name: **SPECIALITY CARE (REHAB) LIMITED**
Active

DIRECTOR Appointed: 26/02/1998
Occupation : **DIRECTOR**
Company Number: 02965110
Company Name: **SPECIALITY CARE (CEDAR GROVE) LIMITED**
Active

DIRECTOR Appointed: 26/02/1998
Occupation : **DIRECTOR**
Company Number: 02953416
Company Name: **SPECIALITY CARE (LEARNING DISABILITIES) LIMITED**
Active

DIRECTOR Appointed: 26/02/1998
Occupation : **DIRECTOR**
Company Number: 02647877
Company Name: **IRVINE CARE LIMITED**
Active

DIRECTOR Appointed: 26/02/1998
Occupation : **DIRECTOR**
Company Number: 02904221
Company Name: **SPECIALITY HEALTHCARE LIMITED**
Active

DIRECTOR Appointed: 26/02/1998
Occupation : **DIRECTOR**
Company Number: 03257061
Company Name: **SPECIALITY CARE (REST CARE) LIMITED**
Active

DIRECTOR Appointed: 26/02/1998
Occupation : **DIRECTOR**
Company Number: 03257732

Company Name:	SPECIALITY CARE (CARE HOMES) LIMITED Active
DIRECTOR	Appointed: 26/02/1998
Occupation :	DIRECTOR
Company Number:	<u>02192205</u>
Company Name:	SPECIALITY CARE (EMI) PLC Active
DIRECTOR	Appointed: 26/02/1998
Occupation :	DIRECTOR
Company Number:	<u>02787609</u>
Company Name:	SPECIALITY CARE LIMITED Active
DIRECTOR	Appointed: 29/06/1998
Occupation :	COMPANY DIRECTOR
Company Number:	<u>02939514</u>
Company Name:	ALPHABET CHILDRENS SERVICES LIMITED Active
DIRECTOR	Appointed: 29/06/1998
Occupation :	COMPANY DIRECTOR
Company Number:	<u>03078674</u>
Company Name:	ALPHABET CHILDRENS (FOSTERING) SERVICES LIMITED Active
DIRECTOR	Appointed: 18/08/1999
Occupation :	FINANCE DIRECTOR
Company Number:	<u>03830300</u>
Company Name:	CRAEGMOOR HOLDINGS LIMITED Active
DIRECTOR	Appointed: 19/08/1999
Occupation :	FINANCE DIRECTOR
Company Number:	<u>03830455</u>
Company Name:	CRAEGMOOR HEALTHCARE COMPANY LIMITED Active
DIRECTOR	Appointed: 25/08/1999
Occupation :	FINANCE DIRECTOR
Company Number:	<u>03833937</u>
Company Name:	CRAEGMOOR FINANCE (NO. 2) PLC Active
DIRECTOR	Appointed: 18/05/2000

Occupation : FINANCE DIRECTOR
Company Number: 04000281
Company Name: PARKCARE HOMES (NO.2) LIMITED
Active

DIRECTOR Appointed: 14/04/2000
Occupation : COMPANY DIRECTOR
Company Number: 02669273
Company Name: CONQUEST CARE HOMES (MARCH) LIMITED
Active

DIRECTOR Appointed: 14/04/2000
Occupation : COMPANY DIRECTOR
Company Number: 02894168
Company Name: CONQUEST CARE HOMES (NORFOLK) LIMITED
Active

DIRECTOR Appointed: 14/04/2000
Occupation : COMPANY DIRECTOR
Company Number: 03934362
Company Name: CONQUEST CARE HOMES (SOHAM) LIMITED
Active

This screen does not include appointments with LLP's.

[More](#)

PERSONAL APPOINTMENTS
WITH LIMITED COMPANIES

Go Back

Name : FRANK RICHARDSON
Nationality : BRITISH
Latest Address : 1 LAKESIDE CIRENCESTER ROAD
LATTON
SWINDON
Postcode : SN6 6DW
Date of Birth: 18/10/1951
Company Appointments : Current : 8

To view company details, click on the appropriate company number.
Click [HERE](#) to include Resigned and Dissolved appointments

DIRECTOR Appointed: 02/12/1996
Occupation : COMPANY DIRECTOR
Company Number: 03261468
Company Name: CRAEGMOOR FINANCE PLC
Active

DIRECTOR Appointed: 04/12/1996
Occupation : CHIEF EXECUTIVE DESIGNATE
Company Number: 02825572
Company Name: CRAEGMOOR GROUP LIMITED
Active

DIRECTOR Appointed: 18/08/1999
Occupation : CHIEF EXECUTIVE
Company Number: 03830300
Company Name: CRAEGMOOR HOLDINGS LIMITED
Active

DIRECTOR Appointed: 19/08/1999
Occupation : CHIEF EXECUTIVE
Company Number: 03830455
Company Name: CRAEGMOOR HEALTHCARE COMPANY LIMITED
Active

DIRECTOR Appointed: 25/08/1999
Occupation : CHIEF EXECUTIVE
Company Number: 03833937
Company Name: CRAEGMOOR FINANCE (NO. 2) PLC

Active

DIRECTOR Appointed: 18/09/2000
Occupation : CHIEF EXECUTIVE
Company Number: 04076148
Company Name: CRAEGMOOR FUNDING PLC
Active

DIRECTOR Appointed: 06/07/2001
Occupation : CHIEF EXECUTIVE
Company Number: 04204571
Company Name: CRAEGMOOR LIMITED
Active

DIRECTOR Appointed: 27/07/2001
Occupation : CHIEF EXECUTIVE
Company Number: 04229516
Company Name: CRAEGMOOR NO. 2 LIMITED
Active

This screen does not include appointments with LLP's.

**PERSONAL APPOINTMENTS
WITH LIMITED COMPANIES**

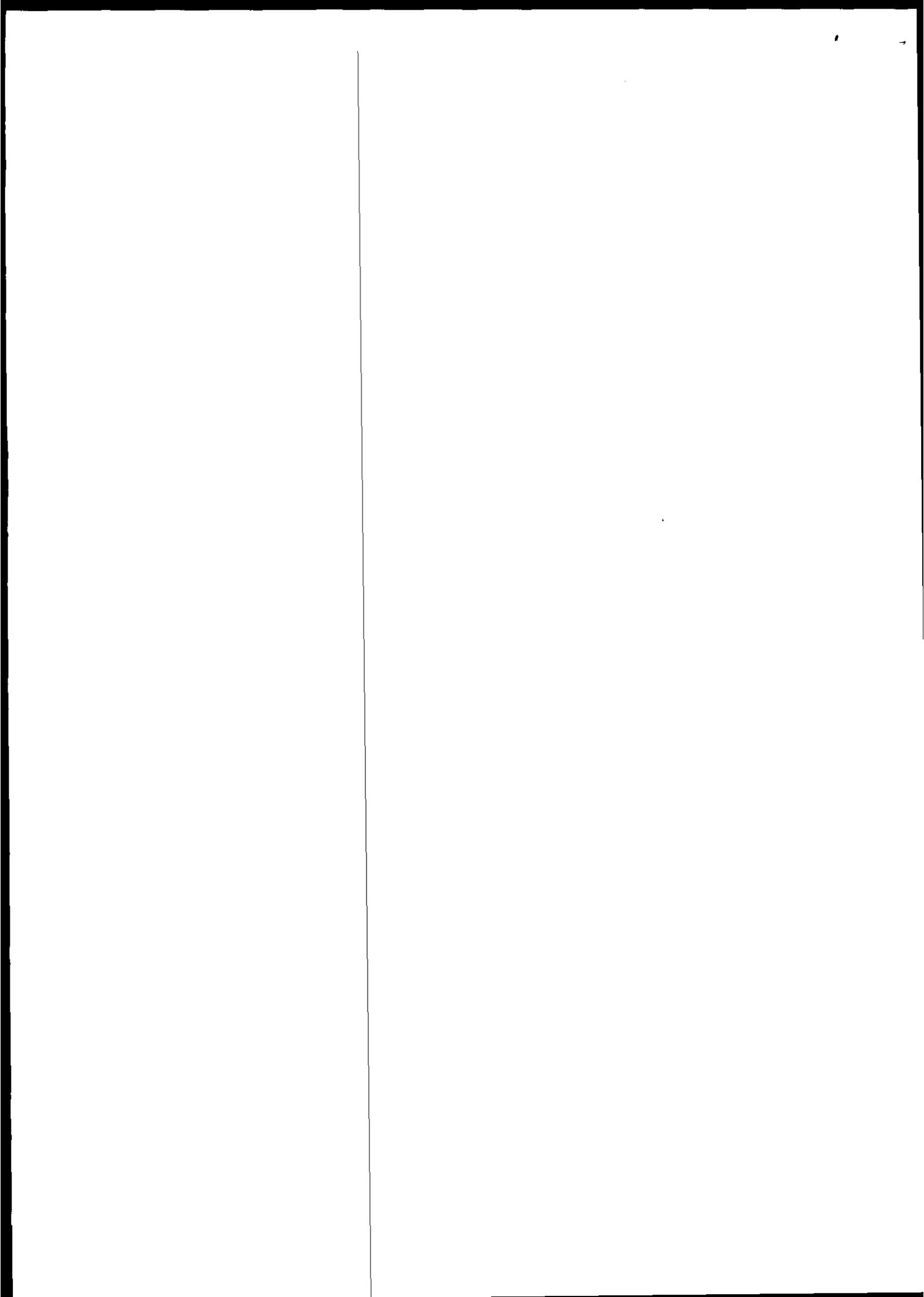
Go Back

Name : JOHN NEWELL
Nationality : BRITISH
Latest Address : 2 SPRATTS BRIDGE
CHEW MAGNA
BRISTOL
Postcode : BS40 8RZ
Date of Birth: 06/08/1956
Company Appointments : Current : 1

To view company details, click on the appropriate company number.
Click [HERE](#) to include Resigned and Dissolved appointments

DIRECTOR Appointed: 04/11/2002
Occupation : CHIEF OPERATING OFFICER
Company Number: 04204571
Company Name: CRAEGMOOR LIMITED
Active

This screen does not include appointments with LLP's.



078800

Registered Number:

THE COMPANIES ACTS 1985 & 1989

PRIVATE COMPANY LIMITED BY SHARES



4790588

MEMORANDUM OF ASSOCIATION

- of -

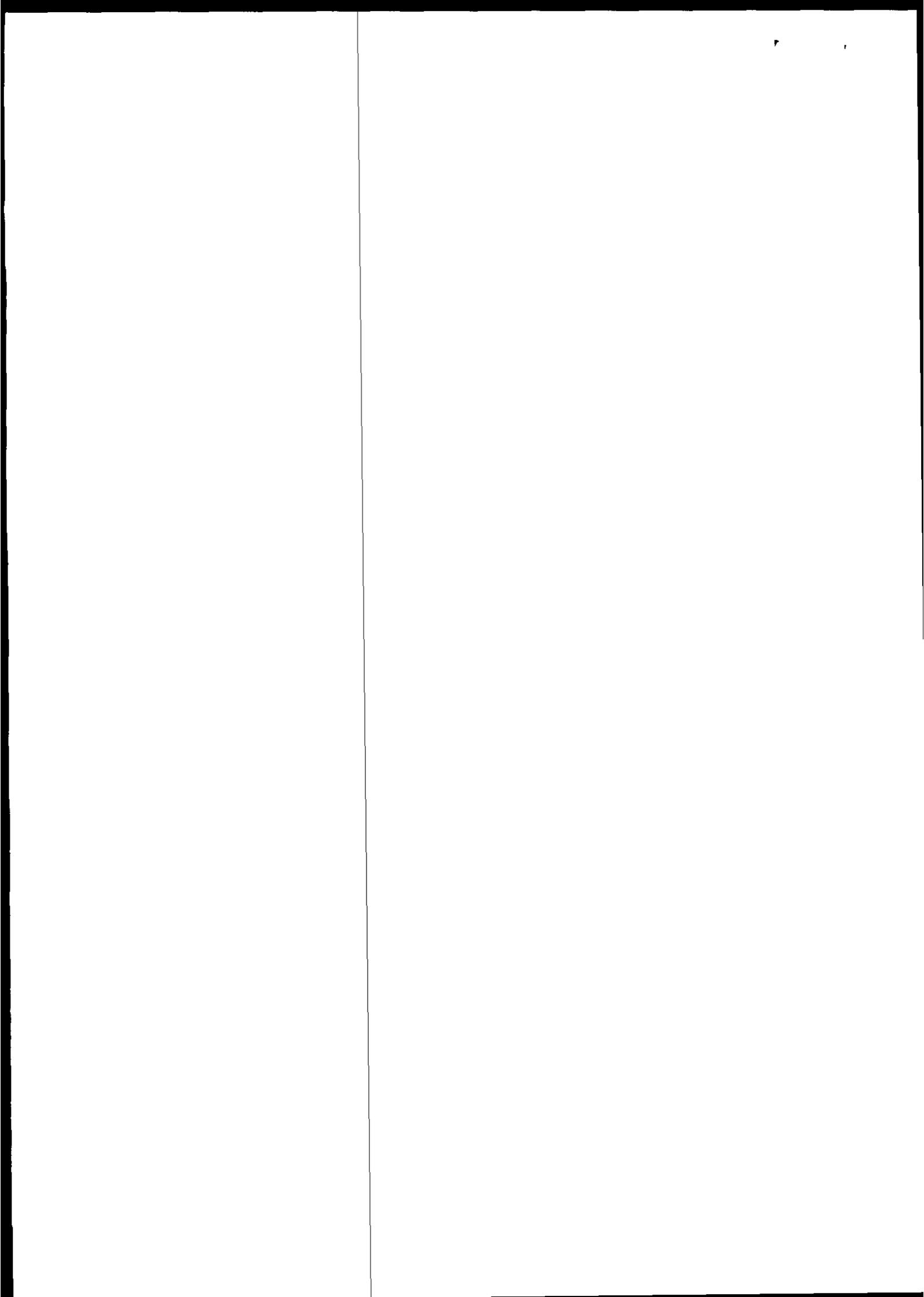
CRAEGMOOR HOMES LIMITED

1. The name of the company is "Craegmoor Homes Limited".
2. The registered office of the company is to be situated in England and Wales.
3. The objects for which the company is established are as follows:
 - (a) to carry on business as a general commercial company;
 - (b) to carry on any other trade or business whatever which can in the opinion of the Directors be advantageously carried on in connection with or ancillary to any of the businesses of the company;
 - (c) to purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property;
 - (d) to apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, 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 and improving any patents, inventions or rights which the company may acquire or propose to acquire;
 - (e) to acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the company is authorised to carry on and as part of the consideration for such acquisition to undertake all



or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received;

- (f) to improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the company;
- (g) to invest and deal with the moneys of the company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made;
- (h) to lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with the company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid);
- (i) to borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the company of any obligation or liability it may undertake or which may become binding on it;
- (k) to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments;
- (l) to apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the company to carry any of its objects into effect, or for effecting any modification of the company's constitution, or for any other purpose



which may seem calculated directly or indirectly to promote the company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interests;

- (m) to enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) 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 charters, decrees, rights, privileges or concessions which the company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions;
- (n) to subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world;
- (o) to control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of, or generally with respect to, any such company or companies;
- (p) to promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the company, or of undertaking any business or operations 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, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid;
- (q) to sell or otherwise dispose of the whole or any part of the business or property of the company, either together or in portions, for such consideration as the company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same;
- (r) to act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts;
- (s) to remunerate any person, firm or company rendering services to the company either by cash payment or by the allotment to him or them of

shares or other securities of the company credited as paid up in full or in part or otherwise as may be thought expedient;

- (t) to pay all or any expenses incurred in connection with 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 or other securities of the company;
- (u) to support and subscribe to any charitable or public object and to support and subscribe to any institution, society or club which may be for the benefit of the company or its Directors or employees, or may be connected with any town or place where the company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the company, or any company which is a subsidiary of the company or the holding company of the company or a fellow subsidiary of the company or the predecessors in business of the company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained;
- (u) subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Companies Act (if and so far as such provisions shall be applicable) to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Companies Act) and for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Companies Act;
- (v) to distribute among the members of the company in kind any property of the company of whatever nature;
- (w) to procure the company to be registered or recognised in any part of the world;
- (x) to do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by

or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others;

- (y) to do all such other things as may be deemed incidental or conducive to the attainment of the company's objects or any of them;

AND SO THAT:

- (i) none of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the company;
- (ii) none of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate company;
- (iii) the word "company" in this Clause, except where used in reference to the company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere;
- (iv) in this Clause the expression "the Companies Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4. The liability of the Members is limited.

5. The share capital of the company is £1,000 comprising 1,000 ordinary shares of £1 each.

We, the subscriber to this memorandum of association, wish to be formed into a company pursuant to this memorandum and we agree to take the number of shares shown opposite our name.

**Name and Address
of Subscriber**

**Number of
Shares**

Signature

Craegmoor Group Limited
"Hillcairn"
St. Andrews Road
Droitwich
Worcestershire
WR9 8DJ

One


.....
Director

Dated the 6th day of June 2003

Witness to the above signatures:

Signature: 

Name: R. J. Bull

Full Address: Beaufort House
15 St Botolph Street
London EC3A 7NJ

Registered Number:

THE COMPANIES ACTS 1985 & 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

CRAEGMOOR HOMES LIMITED

(Adopted on *6 June* 2003)

1. PRELIMINARY

- 1.1. The regulations of the company shall be the regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (referred to below as "Table A") as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 with the following amendments and additions.

2. SHARE CAPITAL

- 2.1. In accordance with section 91(1) of the Companies Act 1985 ("the Act") sub-sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the company.
- 2.2. Unless otherwise approved by special resolution unissued shares which are not comprised in the share capital with which the company was registered which are to be issued shall be offered by the directors on identical terms to all the members in proportion as nearly as may be, with fractions being disregarded, to their existing holdings of shares. The offers shall be in writing and shall state:
- 2.2.1. the number of shares which each member is offered;
- 2.2.2. the subscription price to be paid;
- 2.2.3. that the member may subscribe for all or part of the shares offered;

- 2.2.4. that acceptances in writing must be received by the company not later than 28 days from the date of the offer, after which it will be deemed to be declined; and
 - 2.2.5. that members should state in their reply the numbers of shares, if any, in excess of their allocation they wish to subscribe for.
- 2.3. An offer shall be deemed to be accepted on the day on which an unequivocal acceptance in writing is received by the company. If members' allocations of shares are not accepted in full, the shares remaining shall be used to satisfy members' requests for additional shares as nearly as possible in proportion to the number of shares they already hold. If there is a balance of shares which cannot be offered to the members in proportion to their existing holdings without fractions resulting, they shall be offered to the members at the discretion of the directors. Any shares not accepted pursuant to such offers may be disposed of by the directors to such persons, and on such terms, as they think fit, but the disposal shall not be on terms more favourable to the acquirer than were offered to members.
- 2.4. For a period of five years from the date of incorporation the directors are generally and unconditionally authorised in accordance with section 80 of the Act, to allot relevant securities PROVIDED THAT the authority hereby granted to the directors:
- 2.4.1. shall not permit the directors to allot relevant securities in an amount which is in excess of the unissued share capital of the company immediately following the date of adoption of these regulations; and
 - 2.4.2. shall, unless renewed, expire on the fifth anniversary of the date of adoption of these regulations, save that the directors may, after the expiry of the authority hereby granted, allot relevant securities in pursuance of an offer or agreement made by the company before such authority expired.

3. LIEN

- 3.1. The lien conferred by Regulation 8 in Table A shall also attach to fully paid shares, and shall extend to all money due to the company by any registered holder or his estate, whether he is a sole registered holder or one of joint holders. Regulation 8 in Table A is modified accordingly.

4. TRANSFER OF SHARES

- 4.1. Regulations 24 and 25 in Table A shall not apply to the Company.

5. GENERAL MEETINGS

- 5.1. The last sentence of Regulation 37 in Table A is omitted.

6. PROCEEDINGS AT GENERAL MEETINGS

- 6.1. At any time that the company has only one member, one person present in person or by proxy, or a duly authorised representative of a corporation, shall be a quorum. Regulation 40 in Table A is modified accordingly.
- 6.2. The following words are added to Regulation 41 of Table A. "If a quorum is not present within half an hour after the time appointed for the adjourned meeting, the meeting shall be dissolved."

7. VOTES OF MEMBERS

- 7.1. On a show of hands, every member who is present by proxy shall be entitled to one vote. Where one person is appointed proxy for more than one member, the proxy shall have as many votes as members for whom he is proxy. Regulation 54 of Table A is modified accordingly.
- 7.2. The words "within the United Kingdom" are omitted from Regulation 62 in Table A.

8. NUMBER OF DIRECTORS

- 8.1.1. Regulation 64 in Table A is amended by deleting "but shall be not less than two" and substituting "and the minimum shall be one. Whenever the minimum number is one, a sole director may exercise all the powers, authorities and discretions vested in the directors by Table A and these articles".

9. APPOINTMENT AND REMOVAL OF DIRECTORS

- 9.1. A member or members holding a majority in nominal amount of the issued share capital which confers the right to attend and vote at general meetings may at any time appoint any person to be a director either as an additional director or to fill a vacancy, and may remove from office any director however appointed.
- 9.2. Every appointment or removal in accordance with this article shall be made by notice in writing to the company and shall be of immediate effect.

10. ALTERNATE DIRECTORS

- 10.1. A director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director appointed by him, and Regulation 65 in Table A is modified accordingly.
- 10.2. It is necessary to give notice of a meeting to an alternate director who is absent from the United Kingdom and the second sentence of Regulation 66 in Table A is omitted accordingly.
- 10.3. Regulation 68 of Table A shall be modified by the addition of the following sentence: "Any such notice may be left at or sent by post

facsimile or email transmission to the registered office or such other place as may be designated for the purpose by the directors”.

- 10.4. When an alternate director is also a director or acts as an alternate director for more than one director, he shall have one vote for every director represented by him (in addition to his own vote if he is himself a director) and, when acting, shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

11. EXCLUSION OF PROVISIONS FOR RETIREMENT OF DIRECTORS BY ROTATION

- 11.1. The directors shall not be required to retire by rotation. Regulations 73, 74, 75 and 80 in Table A do not apply to the company, and Regulations 76, 77, 78, 79 and 84 are modified accordingly.

12. DIRECTORS GRATUITIES AND PENSIONS

- 12.1. The directors may provide benefits whether by the payment of gratuities or pensions or by insurance or otherwise for any director who holds or has held any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or a predecessor in business of the company or of any such subsidiary and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent upon him and may (during as well as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purpose of providing for such benefit. A director may vote at a meeting of directors or of a committee of directors on any resolution concerning the provision of such benefits. Regulation 87 in Table A shall not apply to the company.

13. PROCEEDINGS OF DIRECTORS

- 13.1. One week's notice of a board meeting shall be given to each director unless all of the directors unanimously agree otherwise. It is also necessary to give notice of a meeting to a director (and an alternate director) who is absent from the United Kingdom and the third sentence of Regulation 88 in Table A is omitted accordingly.
- 13.2. In the case of an equality of votes, the chairman shall not have a second or casting vote and accordingly the penultimate sentence of Regulation 88 in Table A shall be omitted.
- 13.3. The quorum necessary for the transaction of the business of the directors shall be two except that whenever the minimum number of directors is one and there is only one director, the quorum shall be one. Regulation 89 in Table A does not apply to the company.
- 13.4. If a director is by any means in communication with one or more other directors so that each director participating in the communication can hear what is said by any other of them, each director so participating in the

communication is deemed to be present at a meeting with the other directors so participating, notwithstanding that all the directors so participating are not present together in the same place. The meeting is deemed to take place where the largest group of those participating is assembled together, or if there is no such group, where the chairman of the meeting then is.

- 13.5. A director may vote, at a meeting of directors or of a committee of directors, on any resolution, concerning a matter in which he has, directly or indirectly, an interest or duty. Regulations 94-97 (inclusive) in Table A do not apply to the company.
- 13.6. Any director (including an alternate director) may participate in a meeting of the directors or a committee of directors by means of a conference telephone, video or similar communications equipment whereby all persons participating in the meeting can hear each other at the same time. Participation in this manner shall be deemed to constitute presence in person at a meeting. The meeting is deemed to be held where the chairman is situated, or alternatively where the directors at the meeting agree.

14. THE SEAL

- 14.1. The directors may determine whether the company shall have a seal or not. If the company has a seal the directors may still authorise the execution by the company of a document otherwise than by affixing the company seal. The seal 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 second director. Regulation 101 in Table A does not apply to the company.
- 14.2. The obligation under Regulation 6 in Table A relating to the sealing of share certificates does not apply to the company.
- 14.3. The company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad and such powers shall be vested in the directors.

15. NOTICES

- 15.1. A notice may also be given by the company to any member by:
- 15.1.1. facsimile provided a confirmatory copy together with a copy of the relevant transaction report or slip printed by the transmitting machine is sent by post within 24 hours of transmission; or
- 15.1.2. electronic mail provided a confirmatory copy together with a copy of the relevant transaction report or confirmation of sending produced by the transmitting computer is sent within 24 hours of transmission. Regulation 112 in Table A is modified accordingly.

- 15.2. A notice sent by facsimile or electronic mail is deemed to be in writing.
- 15.3. The last sentence of Regulation 112 in Table A is omitted.
- 15.4. A notice given by post shall be deemed to be given at the expiration of 48 hours (or 96 hours if posted to an address outside the United Kingdom) after the envelope containing it was posted whether or not the notice is actually delivered or returned to sender. Regulation 115 in Table A is modified accordingly.
- 15.5. A notice given by facsimile or electronic mail shall be deemed to be given on the day upon which it is transmitted, or the next working day where the facsimile or electronic mail is sent after 4.00 pm or on a day that is not a working day, whether or not it or the confirmatory copy is actually received or returned to sender. The relevant transaction report or confirmation of sending shall be conclusive evidence of proof that a notice was sent by facsimile or electronic mail.
- 15.6. The words "within the United Kingdom" are omitted from Regulation 116 in Table A.

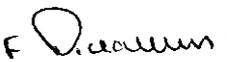
16. INDEMNITY

- 16.1. In addition to the indemnity provided in Regulation 118 in Table A, every director or officer of the company shall be indemnified out of the assets of the company against any charge, cost, expense, liability or loss incurred by him in the exercise of his powers or the execution of his duties and shall not be liable for any loss or damage occasioned to the company by the exercise of his powers or the execution of his duties except a charge, cost, expense, liability or loss incurred by him or occasioned to the company which results from the director's negligence, default, breach of duty or breach of trust.
- 16.2. The directors shall have power to purchase and maintain for any director, officer or auditor of the company insurance against any such liability as is referred to in section 310(1) of the Act.

Name and Address of Subscriber

Craegmoor Group Limited
"Hillcairnie"
St. Andrews Road
Droitwich
Worcestershire
WR9 8DJ


.....
Director


.....
Director/Secretary

Dated the 6th day of June 2003

Witness to the above signatures:

Signature: 

Name: R.J. Bull

Full Address: Beaufort House
15 St. Botolph Street
London EC3A 7NJ