

FILE COPY



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

Company No. 5255190

The Registrar of Companies for England and Wales hereby certifies that  
SEUNG HAY THIRTY SIX 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 11th October 2004



\*N05255190E\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

HC007B



Companies House  
for the record

5250120  
12

Please complete in typescript,  
or in bold black capitals.

CHWP000

## Declaration on application for registration

Company Name in full

Seung Hay Thirty Six Limited

I, Shirley Gaik Heah Law

of Countrywide plc

† 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 65 Newland Street Witham Essex

Day Month Year

On 04 10 2004

① Please print name.

before me ①

DAMIAN CLANCY

Signed

*[Signature]*

Date

04 OCT 2004

† 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.

Mrs S Law, Countrywide plc, Countrywide House, Perry Way, Witham, Essex

CM8 3SX

Tel 01376 533700

DX number 140680

DX exchange Witham 4



A05  
\*A5A0ZZ6J\*

0467  
08/10/04

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  
for companies registered in England and Wales  
or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

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

**Company Name in full**

Seung Hay Thirty Six Limited

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

Countrywide House

Perry Way

Post town

Witham

County / Region

Essex

Postcode

CM8 3SX

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.

Mrs S Law, Countrywide plc

Countrywide House, Perry Way, WITHAM

Essex CM8 3SX

Tel 01376 533700

DX number 140680

DX exchange Witham 4



A05  
COMPANIES HOUSE

0456  
08/10/04

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**Companies House, Crown Way, Cardiff, CF14 3UZ** DX 33050 Cardiff  
for companies registered in England and Wales

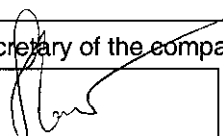
or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

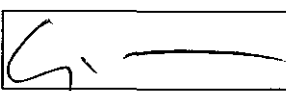
DX 235 Edinburgh

## Company Secretary (see notes 1-5)

Company name		Seung Hay Thirty Six Limited	
NAME	*Style / Title	Mrs	*Honours etc
Forename(s)		Shirley Gaik Heah	
Surname		Law	
Previous forename(s)			
Previous surname(s)			
Address <sup>††</sup>		1 Warwick Gardens	
Post town		Ilford	
County / Region		Essex	Postcode IG1 1LE
Country			
I consent to act as secretary of the company named on page 1			
Consent signature			Date 29 SEP 2004

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	Mr	*Honours etc
Forename(s)		Gareth Rhys	
Surname		Williams	
Previous forename(s)			
Previous surname(s)			
Address <sup>††</sup>		Summer House	
		Woodside, Little Baddow	
Post town		Chelmsford	
County / Region		Essex	Postcode CM3 4SR
Country			
Date of birth		Day 07 Month 02 Year 1964	Nationality British
Business occupation		Solicitor	
Other directorships		See attached	
I consent to act as director of the company named on page 1			
Consent signature			Date 29 SEP 2004

## Directors (see notes 1-5)

Please list directors in alphabetical order

<b>NAME</b>	<b>*Style / Title</b>			<b>*Honours etc</b>	
<b>Forename(s)</b>					
<b>Surname</b>					
<b>Previous forename(s)</b>					
<b>Previous surname(s)</b>					
<b>Address</b> <sup>††</sup>					
<b>Post town</b>					
<b>County / Region</b>		<b>Postcode</b>			
<b>Country</b>					
<b>Date of birth</b>		<b>Day</b>	<b>Month</b>	<b>Year</b>	<b>Nationality</b>
<b>Business occupation</b>					
<b>Other directorships</b>					
I consent to act as director of the company named on page 1					
<b>Consent signature</b>				<b>Date</b>	

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

~~Countrywide Estate Agents~~

Date

28 SEP 2004

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

## PARTICULARS OF PAST AND PRESENT DIRECTORSHIPS

**NAME:** GARETH RHYS WILLIAMS

**DATE OF BIRTH:** 07.02.64

**ADDRESS:** Summer House  
Woodside  
Little Baddow  
Chelmsford  
Essex CM3 4SR

**BUSINESS OCCUPATION:** Solicitor

**NATIONALITY** British

### CURRENT DIRECTORSHIPS

	<u>Company No.</u>	<u>Appointed on:</u>
Countrywide Conveyancing Limited	1588719	27.11.00
Bridgfords Countrywide Limited	1977906	"
Mann & Co Limited	1093318	"
Choy Lee Six Ltd (f. Countrywide Assured Property Auctions Ltd)	1545296	"
Choy Lee Eight Ltd (f. Countrywide Assured Marketing Limited)	1115717	"
Choy Lee One Ltd (f. Countrywide Limited)	1933994	"
Countrywide Financial and Insurance Services Limited	1093098	"
Choy Lee Five Ltd (f. Countrywide Insurance Services Ltd)	1987857	"
The Cardinal Mortgage Services Limited	1816172	"
Choy Lee Four Ltd (f. Countrywide Mortgage Services Ltd)	1243561	"
Mann Countrywide Limited	975373	"
HCW Group Limited	2447384	"
Gertingpet Limited	2021539	"
Loyalstone Ltd	2544679	"
Umberman Ltd	2570230	"
Waferprime Ltd	2570271	"
Tablesign Ltd	2581420	"
Joustroute Ltd	2573617	"
Kilroy Estate Agents Ltd	2836290	"
Countrywide Management Services Ltd	2836230	"
Countrywide Property Services Ltd	2865606	"
Countrywide Property Management Services Ltd	2865574	"
CEA Holdings Ltd	2415173	"
Howuncea	2025450	"
Choy Lee Nine (f. Countrywide Assured Relocation)	2060033	"
Choy Lee Ten (f. Countrywide Assured Surveyors)	2060008	"
Howunson	2060015	"

Baxter Payne & Lepper	2084879	"
Berry Bros & Legge Limited	1361603	"
Countrywide Country Homes	1987986	27.11.00
Blinkhorn & Co	2085530	"
Braemere & Co	928816	"
Howunpet	269469	"
Clifford & Clifford	1492880	"
Dardry Smith	2073458	"
Dickens & Berry	2060002	"
Duncan Gray & Company Limited	1577600	"
Elliott & Green	2060031	"
Gilbert & Son	2085533	"
Gray Cook	2060013	"
Henry Steele & Sons	2086035	"
Hetheringtons	2060010	"
Johnson Kelly	2060011	"
Howungate	2060006	"
Howunglen Limited	1831033	"
Howunemit	2060005	"
Howanphil	2060007	"
Howangrame Limited	SC48698	"
Hetherington Countrywide	2060032	"
Patricks (Cannock) Limited	1055925	"
Randalls (NBS)	2060009	"
Sandoes	2060017	"
Slades	2071708	"
The Estate Agents Haworth	2073457	"
Countrywide New Homes	2060012	"
Bairstow Eves Countrywide	1826122	"
Wallhead Gray & Coates	2060004	"
Howunlee	2073456	"
Wells Cundall	2023574	"
Surveyors Insurance Services Ltd	2993517	"
Choy Lee Seven Ltd (f. Countrywide Assured Estate Agents Limited)	2465829	"
Howunsay	2060016	"
RPT Management Services plc	465446	"
The Butler Club Limited	2502279	"
Howunalis Limited	1391097	"
Home From Home Ltd	1952695	"
John D Wood & Co Plc	2058707	"
Annabelle Barran & Company Limited	2197000	"
Countrywide Home Inspectors Ltd	3849927	"
Big Deal Mortgages Limited	4178876	14.3.01
Relocation Solutions Countrywide Limited	4530945	10.09.02
CAG Overseas Investments Ltd (f. Seung Hay Fifteen Limited)	4530942	10.09.02
Countrywide Relocation Solutions Limited (f. Robinson, Osborne & Moules Limited)	2836281	01.11.01
Countrywide Financial Services (South) Limited	2445496	21.08.02
Lets-Cover Ltd (f. Seung Hay Twenty One Limited)	4961034	12.11.03

Bairstow Eves Select Ltd (f. Seung Hay Twenty Two Ltd)	4960210	11.11.03
Lets-Insure Ltd (f. Seung Hay Nineteen Ltd)	4782448	30.05.03
H20 Homes Overseas Countrywide Ltd (f. Seung Hay Seventeen Ltd)	4637681	15.01.03
Seung Hay Twenty Five Ltd	4991003	10.12.03
Choy Lee Two Ltd (f. Seung Hay Twenty Four Ltd)	4991447	10.12.03
Choy Lee Three Ltd (f. Seung Hay Sixteen Ltd)	4637672	15.01.03
Countrywide Insurance Services Ltd (f. Seung Hay Twenty Three Ltd)	4990102	09.12.03

## **PAST DIRECTORSHIPS**

## **Resigned on**

Adventedge Limited	22.06.00
Easy-Own Limited	22.06.00
Focus TV & Video Centres Limited	22.06.00
Multibroadcast Limited	22.06.00
NSI Limited	22.06.00
R F Sweeney Radio Limited	22.06.00
Rumbelows Limited	22.06.00
T.Hom International Limited	22.06.00
Thorn (IP) Limited	19.10.00
Thorn Developments Holdings Limited	19.10.00
Thorn Electrical Industries Limited	22.06.00
Thorn Financial Services Limited	31.05.00
Thorn Group Limited	22.06.00
Thorn High Street Developments Limited	22.06.00
Thorn Holdings Limited	22.06.00
Thorn Nominees Limited	22.06.00
THORN Overseas Holdings Limited	22.06.00
Thorn Rental Limited	22.06.00
Thorn Retail Limited	22.06.00
Thorn UK Rental Limited	22.06.00
THORN Vehicles Supply Limited	22.06.00
Vallances Limited	22.06.00
Countrywide Lending Solutions Limited	25.09.01
Bairstow Eves London North Limited (formerly Seung Hay Ten Limited)	01.11.01
Johme Limited	12.08.02
Seung Hay Eleven Limited	26.04.01
Townwest Properties Limited	12.09.02
Carson & Company Estate Agents Limited	30.04.03
London Residential Investments Limited	12.05.03
Chappell & Matthews Limited	27.06.03
Palmer Snell Limited	27.06.03
Fulfords Estate Agents Limited	04.11.03
Palmer Snell South Limited (formerly Seung Hay Twenty Ltd)	20.11.03
Countrywide Assured Group plc (Alternative Director to G R Fitzjohn	23.05.04
Howanorm Limited	01.07.04

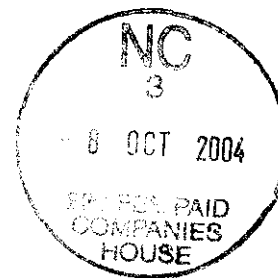
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The Companies Act 1985  
(As amended by the Companies Act 1989)  
Private Company Limited by Shares

## MEMORANDUM OF ASSOCIATION

OF

## SEUNG HAY THIRTY SIX LIMITED



1. The Company's name is SEUNG HAY THIRTY SIX LIMITED
2. The Company's Registered Office is to be situate in England and Wales
3. The Company's objects are:-
  - (i) To carry on within and without the United Kingdom the businesses of exporters, importers, manufacturers, agents, brokers, general merchants and dealers, both wholesale and retail in commodities of every description and all commercial goods, manufactured goods and all goods for personal and household use and consumption, ornament, recreation and amusement, and generally in all raw materials, manufactured goods, materials, provisions and general produce, and also the business of storage contractors, wharfingers, carriers, shipping and forwarding agents, warehouseman and store-keepers; and to carry on any other business which is calculated directly or indirectly to enhance the value of any of the Company's business, property, rights or assets; and to carry on the aforesaid businesses, either together as a single business or as separate and distinct businesses in any part of the world.
  - (ii) To carry on within and outside the United Kingdom the business of electronic commerce, including the use of the Internet, Internet services and other forms of electronic communication and in furtherance thereof to give information about, provide and supply goods, services, intellectual property, freehold or other house properties, buildings or land, data, information and information products, articles and things of all type and kinds.
  - (iii) To create, set up, operate, maintain and make available web pages and Internet sites and facilities of all kinds.
  - (iv) To register on its own behalf and on behalf of other electronic or other identifiers and addresses of all types and kinds including

domain names and to act as consultants, agents and advisers in connection with the same.

- (v) To obtain and supply information and data of all kinds and to disseminate such information and data by any form of electronic communication, including, but not limited to, radio and television broadcast systems and wireless telephony.
  - (vi) To take part in the formation, management, supervision and control of computer software business or operation and to provide advice and support of information provided from computer systems and Internet for any company or undertaking which is calculated to benefit the company.
  - (vii) To carry on the business of financial consultants, financiers and industrial bankers, capitalists, financial agents and advisors for investment, insurance, commodities, goods, wares, vehicles, apparatus, machinery and articles of every description and in connection therewith or otherwise to loan and advance money to and to purchase accounts on behalf of such persons, firms or companies, concerned in any way whatever in the sale or purchase in manner aforesaid of the before-mentioned articles or goods; to carry on the business of financing transactions and guaranteeing or giving security for the payment of money or the performance of any obligation or undertaking; to carry on the business of financiers, financial agents, bill discounters; company promoters, underwriters, and dealers in stocks, shares, loans annuities and other securities, to sell and re-sell same mortgage brokers and insurance agents.
  - (viii) To carry on the business of providing and supporting franchises for all types of business and to provide capital licenses, stock, machinery and any other requisites necessary or convenient for this purpose.
  - (ix) To carry on all or any of the business of, and to undertake any transactions commonly carried on or undertaken by public relations advisers and consultants, to act as nominee or agent or attorney of or from any person or persons, company or corporation whatsoever.
- B. To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company.
- C. To acquire by purchase, lease, exchange, hire or otherwise, or to hold for any estate or interest, any land, buildings, easements, rights, privileges, concessions, patents, patent rights, licenses, secret processes, machinery, plant, stock-in-trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the company's business.

- D. To erect, alter or maintain any buildings, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- E. To acquire by subscription or otherwise and hold, sell, deal with, make a market in or dispose of any shares, stocks, debentures, debenture stock or other securities of any kind whatsoever, guaranteed by any Company constituted or carrying on business in any part of the world and debentures, debenture stock and other securities of any kind guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- F. To receive money on deposit or otherwise either without security or secured by debentures, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking or on all or any of the assets of the Company including uncalled capital, and generally to act as bankers.
- G. To borrow and raise money in any manner and to secure with or without consideration the repayment of any money borrowed, raised, or owing by mortgage, charge, debenture, debenture stock, bond, standard security, lien or any other security of whatsoever nature upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, and also by a similar mortgage, charge, debenture, debenture stock, bond, standard security, indemnity, lien or security of whatsoever nature to secure and guarantee the performance by the Company or any other Company or person (including, but without prejudice to the generality of the foregoing) the holding Company of the Company or any Company which is a subsidiary of such holding Company within, in each case, the meaning of Section 736 and Section 736(A) of the Companies Act 1985 (the "Act"), as amended by the Companies Act 1989, of any obligation or liability it or such person or Company may undertake or which may become binding upon it or such person or Company, and to secure any securities of the Company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangements with any person, persons, firm or Company.
- H. To lend money with or without security, and to invest money of the Company upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks or securities of any Company of or in which the Company is a member or is otherwise interested, and generally as the Directors think fit.
- I. To apply for, purchase or otherwise acquire and hold or use any patents, licenses, concessions, copyrights and the like, conferring any right to use or

publish any secret or other information and to use, exercise, develop or grant licenses in respect of the property, rights or information so acquired.

- J. To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any directors, accountants, consultants, experts or agents.
- K. To employ experts, consultants and valuers to investigate and examine the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- L. To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of the Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or the interests of the Company and to acquire, hold or dispose of shares, stocks or securities issued by or any other obligations of any such other Company.
- M. To draw, accept, make, endorse, discount, execute, issue and negotiate promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments.
- N. To invest and deal with the monies of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.
- O. To pay for any property or rights acquired by the Company either in cash or by the issue of fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- P. To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by installments or otherwise, or in fully or partly paid-up shares or stock of any Company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any Company or corporation or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stocks or securities so acquired.
- Q. To enter into arrangements for joint working in business or amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any Company, firm or

person carrying on or proposing to carry on any business within the objects of the Company or which is capable of being carried on so as directly or indirectly to benefit the Company.

- R. To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, or Company carrying on any business the carrying on of which is calculated to benefit the Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- S. To sell, improve, manage, develop, turn into account, exchange, let on rent, royalty, share of profits or otherwise, grant licenses, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- T. To provide for the welfare of persons employed or formerly employed by the Company and to grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or of any associated Company of the Company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.
- U. To subscribe to or otherwise aid the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.
- V. To distribute in specie assets of the Company properly distributable amongst the members, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- W. To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of the Company against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and or discharge of their duties and or in the exercise of their powers and or otherwise in relation to their duties, powers or officers in relation to the Company, and to such extent as may be permitted by law or otherwise to indemnify or to exempt any such person against or from any such liability.
- X. To act as nominee attorney or agent for any person or persons, Company, corporation, government, state or province, or for any municipal or other authority or public body; to hold in trust as trustees or as nominees and deal

with, manage and turn to account, any real and personal property of all kinds, and in particular shares, stocks, debentures, debenture stock, bonds, securities and investments of all classes, policies, book debts, claims and choses in action, lands buildings, hereditaments, business concerns and undertakings, mortgages, charges, annuities, patents, licenses and any interest in real or personal property, and any claims against such property or against any person or Company; to act as fiscal or transfer agents or registrars of shares, stock, bonds and other securities or any government, state, municipality, body politic, corporation or Company, and in such capacity to receive and disburse money to transfer, register and countersign certificates and like documents.

- Y. To do all or any of the things hereinbefore authorised, either alone or in conjunction with others, or as factors, trustees or agents for others, or by or through actors, trustees or agents.
- Z. Subject to, and always in compliance with, the provisions of Sections 155 to 158 (inclusive) of the 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 Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.
- AA. To do all such other things (whether similar to any of the foregoing or not) as are incidental to or which the Company may think conducive to the above objects or any of them.

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

- 4. The ability of the members is limited.
- 5. The Share Capital of the Company is £1,000 divided into 1,000 ordinary Shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferential or special rights, privileges or conditions in accordance with the regulations of the Company.

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 respective name.

Name and Address of Subscriber

Number of shares taken  
by each subscriber

For and on behalf of  
COUNTRYWIDE ESTATE AGENTS

Two



Michael C Nower, Director  
Countrywide House  
Perry Way  
Witham  
Essex CM8 3SX

Dated this 29<sup>th</sup> Day of September 2004

WITNESS to the above Signature



Shirley Law  
Countrywide House  
Perry Way  
Witham  
Essex CM8 3SX

The Companies Act 1985  
(As amended by the Companies Act 1989)  
Private Company Limited by Shares

ARTICLES OF ASSOCIATION  
of  
SEUNG HAY THIRTY SIX LIMITED

PRELIMINARY

1. (a) Subject as hereinafter provided the Regulations incorporated in Table A as set out in the Schedule to the Companies (Table A to F) Regulations 1985 as amended and hereinafter called "Table A" shall apply to the Company.
- (b) The Articles hereinafter contained, together with the Regulations incorporated in Table A subject to their exclusions or modification hereinafter expressed, shall constitute the Regulations of the Company.
- (c) Any reference in these Articles to "the Act" shall mean the Companies Act 1985 as amended or extended by any other enactment.

INTERPRETATION

2. In these Regulations, and in any regulations adopting in whole or in part the same -

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"the articles" means the articles of the company.

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"executed" includes any mode of execution.

"the office" means the registered office of the company.

"the holder" in relation to shares, means the member whose name is entered in the register of members as the holder of the shares.

"the seal" means the common seal of the company.

"the secretary" means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary.

"the United Kingdom" means Great Britain and Northern Ireland.



"communication" means the same as in the Electronic Communications Act 2000.

"electronic communication" means the same as in Electronic Communications Act 2000. Unless the context otherwise requires, words and expressions contained in these regulations bear the same meaning as in the Act, but excluding any statutory modification thereof not in force when these regulations become binding on the company.

### ALLOTMENT OF SHARES

3. (a) Subject to the provisions hereinafter expressed, the Directors are authorised for the purposes of section 80 of the Act to exercise the power of the Company to allot shares to the amount of the authorised but unissued share capital of the Company at the date hereof and the Directors may allot, grant options over or otherwise dispose of such shares to such persons, on such terms and in such manner as they think fit provided that:-
- (i) save as provided in sub-paragraph (ii) below, the authority hereby give to the Directors to exercise the power of the Company to allot shares shall expire five years after the date of incorporation of the Company;
  - (ii) The Members in General Meeting may be Ordinary Resolution:-
    - (a) renew the said authority (whether or not it has been previously renewed) for a period not exceeding five years (unless the Company elects by elective resolution to modify the duration of authority pursuant to Section 80A of the Companies Act 1985), but such Resolution shall comply with the Act;
    - (b) revoke or vary any such authority (or renewed authority);
  - (iii) notwithstanding the aforementioned provisions of sub-paragraphs (i) and (ii) the Company may make an offer or agreement which would or might require shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the Directors may allot shares notwithstanding that such authority or renewed authority has expired.

Any reference hereto to the allotment of shares shall include a reference to the grant of any right to subscribe for, or to convert any security into shares, but shall not include any reference to the allotment of shares pursuant to such a right.

- (b) In accordance with Section 91 of the Act, Sections 89(1), and 90(1) to (6) of the Act are excluded from apply to the Company. Any shares for the time being unissued shall be offered to the Members in proportion as nearly as may be to the number of existing shares held by them respectively unless the Company shall be Special Resolution otherwise direct. Such offer shall be made by written notice specifying the number of shares offered and specifying a period (not being less than fourteen days) within which the offer, if not accepted, will lapse and determine. After the expiration of that period, or on the receipt of any intimation in writing from the offeree that he declines to accept the shares so offered, the Directors may in accordance with the provisions hereto allot, grant options over or otherwise dispose of the same to such persons, on such terms and in such manner

as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid, allot any such new or original shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason or any other difficulty in apportioning the same cannot in the view of the Directors effectually be offered in the manner aforesaid.

## SHARES

4. (a) Subject to Chapter VII of Part V of the Act, and to the Regulations of the Company the Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.
  - (b) Regulations 35 of Table A shall not apply to the Company.
  - (c) Subject to Chapter VII of Part V of the Act, any shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, at the option of the Company or the shareholder, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by special Resolution determine, and whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise. Regulation 3 of Table A shall be modified accordingly.
  - (d) Subject to Chapter VI of Part V of the Act, the Company may give financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the Company or its holding company.
5. The lien conferred by Regulation 8 of Table A shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one or two or more joint holders. The Company shall have a first and paramount lien on every shares (not being fully paid) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (including fully paid shares) registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two joint holders for all moneys presently payable by him or his estate to the Company: but the Directors may at any time declare any shares to be wholly or in part exempt from these provisions. The Company's lien, if any, on a share shall extend to all dividends payable thereon. Regulations 8 of Table A shall be modified accordingly.

## GENERAL MEETINGS AND RESOLUTIONS

6. (a) No business shall be transacted at any meeting unless a quorum is present. One number present in person or by proxy shall be a quorum. Regulation 40 of Table A shall not apply to the Company.
- (b) Any proxy appointed by a member of the Company in accordance with Section 372 of the Act shall be entitled to vote on a show of hands as well as on a poll, provided that no person present shall be entitled to more than one vote on a show of hands save as provided in Regulation 50 of Table A.
- (c) In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and

vote is entitled to appoint a proxy to attend and, on a poll, or show of hands to vote instead of him and that such proxy need not also be a Member.

- (d) Regulations 38 and 59 of Table A shall be modified accordingly.
- (e) Regulation 60 of Table A (appointment of proxy) is amended as follows:-
  - (i) By deleting the words "An instrument appointing" and substituting thereto the words "The appointment of".
  - (ii) By omitting the words "in writing" immediately after the words "shall be".
- (f) Regulation 61 of Table A (instructions to proxy) is amended by deleting the words "instrument appointing" and substituting thereto the words "appointment of".
- (g) The appointment of 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:-
  - (1) In the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice covering the meeting or in any instrument of proxy sent out by the company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument purposes to vote; or
  - (2) In the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:-
    - (i) In the notice convening the meeting, or
    - (ii) in any instrument of proxy sent out by the company in relation to the meeting, or
    - (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the company in relation to the meeting.
  - (3). In the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
  - (4) Where the poll is not taken forthwith, but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director; and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

In this regulation and the next "address", in relation to electronic communications, includes any number or address used for the purposes of such communications. Regulation 62 of Table A shall be modified accordingly.

- (h) A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was perceived by the company at the office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy contained in an electronic communication, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll. Regulation 63 of Table A shall be modified accordingly.
7. A Resolution in writing signed or approved by letter, telex, facsimile transmission or cable by all members of the Company, who would have been entitled to vote upon it if it had been duly proposed at a General Meeting or at a meeting of any class of members of the Company, or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a General Meeting or at such a class meeting of the Company (as the case may be) duly convened and held. Any such Resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys (or, in the case of a member which is a body corporate, by a director thereof or by a duly appointed representative). Regulation 53 of Table A shall not apply to the Company.

#### APPOINTMENT OF DIRECTORS

8. (a) Unless and otherwise determined by the Company in General Meeting there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whenever there shall be only one Director of the Company such Director may act alone in exercising all the powers, discretions and authorities vested in the Directors, and Regulation 89 of Table A shall be modified accordingly.
- (b) Regulation 64 of Table A shall not apply to the Company.
9. (a) 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.
- (b) No person shall be appointed a Director at any General Meeting unless either:-
- (i) he is recommended by the Directors; or
  - (ii) 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.

- (c) Subject to paragraph (b) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
- (d) 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 determined by the Company in General Meeting as the maximum number of Directors for the time being in force.
- (e) Regulation 84 of Table A shall be modified by the deletion of the last sentence therefrom.

#### PROCEEDINGS OF DIRECTORS

- 10. Notice of a meeting of the Directors shall be deemed to be properly given to a Director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the Company for this purpose, or by any other means authorised in writing by the Director concerned. A Director absent or intending to be absent from the United Kingdom may request the Directors that notices of meetings of the Directors shall during his absence be sent in writing to him at an address or to a facsimile or telex number given by him to the Company for this purpose, but if no request is made to the Directors it shall not be necessary to give notice of a meeting of the Directors to any Director who is for the time being absent from the United Kingdom. A Director may waive notice of any meeting either retrospectively or prospectively. Regulation 88 of Table A shall be modified accordingly.
- 11. All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest of the group of those participating is assembled, or, if there is no such group where the Chairman of the meeting then is.
- 12.
  - (a) A Director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in Section 346 of the Act or otherwise) in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the Company or in which the Company is otherwise interested, shall declare the nature of his interest at a Meeting of the Directors in accordance with section 317 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.
  - (b) Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

## BORROWING POWERS

13. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock or any other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

## DISQUALIFICATION

14. (a) The office of a Director shall be vacated in any of the following events, namely:-
- (i) if (not being a Managing Director holding office as such for a fixed term) he resigns his office by notice in writing to the Company;
  - (ii) if he becomes bankrupt or makes any arrangements or composition with his creditors generally;
  - (iii) if he becomes incapable by reason of mental disorder or discharging his duties as Director;
  - (iv) if he is absent from meetings of the Board for six months without leave, expressed by a resolution of the Board, and his alternate Director (if any) shall not during such period have attended in his stead, and the Board resolves that his office be vacated;
  - (v) if he is dismissed from his office by written resolution of all co-directors (or at very least a majority of 75% co-directors) who should obtain shareholder approval at the next general meeting for their course of action;
  - (vi) if pursuant to any provisions of the Act he is removed or prohibited from being a Director;
- (b) Regulation 81 of Table A shall not apply to the Company.

## GRATUITIES AND PENSION

15. In regulation 87 of the Table A there shall be inserted between the words "the directors" and "may" the words "on behalf of the Company".

## DIVIDENDS

16. No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of Part VIII of the Act which apply to the Company.

## NOTICES

17. (a) Any notice to be given to or by any person pursuant to the article (other than a notice calling a meeting of the directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice.

In this regulation, "address" in relation to electronic communication, includes any number or address used for the purpose of such communications. Regulation 111 of Table A shall be modified accordingly.

- (b) The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communication to an address for the time being notified to the company by the member. In the case of joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him or an address to which notices may be sent using electronic communication, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

In this regulation and the next, "address" in relation to electronic communication includes any number or address used for the purposes of such communication. Regulation 112 of table A shall be modified accordingly.

- (c) Proof that an envelope containing a notice was properly addressed, prepared and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent. Regulation 115 shall be modified accordingly.

#### EXECUTION OF DOCUMENTS

18. The seal, if any, 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. Any document signed by a Director and the Secretary of the Company or by two Directors of the Company and expressed, (in whatever form of words) to be executed by the Company has the same effect as if executed under the seal of the Company. A document shall only be signed with the authority of a resolution of the Directors or a committee of the Directors. Regulation 101 of Table A shall not apply to the Company.

#### INDENMTY

19. (a) The Company shall in accordance with Section 310(3) of the Act pay for any liability insurance and also indemnify any Director, Officer or Auditor of the Company against any liability incurred by him in defending any proceedings (whether civil or criminal) in which judgement is given in his favour or he is acquitted in any connection with an application under Section 144(3) or (4) or Section 727 in which relief

is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

- (b) Regulation 118 in Table A shall not apply to the Company.

#### TRANSFER OF SHARES

20. The Directors may in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share. The first sentence of Regulation 24 of Table A shall not apply to the Company.

#### SPECIAL DIRECTORS

21. The Directors may from time to time by Resolution appoint
- (i) any Director or Manager or Officer or Employee of the Company as a Regional Managing Director of the Company and may remove him in similar manner;
  - (ii) any Manager or Officer or Employee of the Company as a Regional Director of the Company and may remove him in similar manner;
  - (iii) any Manager or Officer or Employee of the Company as an Area Director of the Company and may remove him in similar manner;
  - (iv) any Manager of one or more offices, establishments or branches of the Company as a Local Director of the Company and may remove him in similar manner;
  - (v) any Manager or Officer or Employee of the Company as a Finance Director of the Company and may remove him in similar manner;
  - (vi) any Manager or Officer or Employee of the Company as a Personnel Director of the Company and may remove him in similar manner;
  - (vii) any Manager or Officer or Employee of the Company as a Associate Director of the Company and may remove him in similar manner;

(the persons mentioned in (i) and (vii) being hereinafter referred to in this Article 21 as "Special Directors").

Persons so appointed as Special Directors shall have the powers and be subject to the provisions hereinafter contained:

- (a) The powers and duties of a Special Director shall be as set out and defined in the Resolution of the Board of Directors appointing him and/or in the Contract of Employment of Service and/or Job Description referred to in such a Resolution or as varied by such Resolution and made between the company and such a person.
- (b) A Special Director shall not be entitled to receive notice of or attend at any meeting of the Directors unless invited by the Directors so to do and in any case shall neither vote at nor be counted for the purpose of making a quorum at any such meeting. The Directors shall have the right to transact any business without the approval or knowledge of a Special Director except that no act or thing shall



be done which would impose any personal liability on a Special Director without his knowledge and consent.

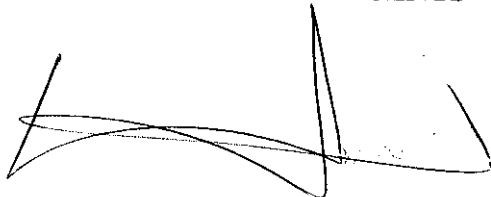
- (c) Subject to Clause (d) of this Article a Special Director shall hold office until removed by Resolution of the Directors.
- (d) The office of a Special Director shall be vacated
  - (i) if he becomes bankrupt, suspends payment or compounds with his creditors,
  - (H) if he becomes of unsound mind,
  - (iii) if by notice in writing to the Directors he resigns his office,
  - (iv) if he ceases to be employed by the Company,
  - (v) if he commits a criminal offence likely to bring the Company into disrepute or involving him in moral turpitude.

#### BOARD OF MANAGEMENT

- 22. The Directors may from time to time by Resolution appoint any Manager or Officer or Employee of the Company as a member of the Board or Boards of Management of the Company and may remove him in a similar manner.
- 23. It shall be the duty of Directors to ensure that any business of surveying for the time being carried on by the Company shall at all times be conducted in accordance with the Rules of Conduct for the time being of the Royal Institute of Chartered Surveyors.

Name and Addresses of Subscriber

for and on behalf of  
COUNTRYWIDE ESTATE AGENTS



Michael C Nower, Director  
Countrywide House  
Perry Way  
Witham  
Essex CM8 3SX

Dated this 29<sup>th</sup> day of September, 2004

WITNESS to the above Signatures:-



Shirley Law  
Countrywide House  
Perry Way  
Witham  
Essex CM8 3SX