

Company Number: 05367537



SACKVILLE PROPERTIES LIMITED

Written Resolutions pursuant to Regulation 53 of Table A of the Companies (Tables A – F) Regulations 1985

We, the undersigned, being all the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolutions pursuant to Regulation 53 of Table A of the Companies (Tables A – F) Regulations 1985 which is incorporated in the Articles of Association of the Company and hereby agree that the resolutions shall for all purposes be as valid and effective as if passed as Ordinary Resolutions in the case of resolutions 1 to 4 (inclusive) and as Special Resolutions in the case of resolutions 5 and 6 at a general meeting of the Company duly convened and held

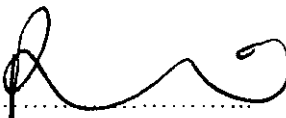
ORDINARY RESOLUTIONS

1. That the existing authorised share capital of £1,000,000 divided into 1,000,000 ordinary shares of £1.00 each be sub-divided into 100,000,000 ordinary shares of £0.01 each ("Ordinary Shares").
2. That 49,999,000 of the issued Ordinary Shares be re-designated as 49,999,000 A ordinary shares of £0.01 each ("A Shares") and 1,000,000 of the unissued Ordinary Shares be re-designated as 1,000,000 B ordinary shares of £0.01 each ("B Shares").
3. That the 1,000 issued Ordinary Shares and the 49,999,000 issued A Shares be held by the members pro rata to the number of ordinary shares of £1.00 each held by them immediately prior to the subdivision and re-designation of such shares.
4. That the directors be generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise all powers of the Company to allot, grant options over or otherwise deal with or dispose of the unissued shares in the authorised share capital of the Company provided that the authority thereby given:-
 - (a) shall be limited to the unissued shares in the authorised share capital of the Company at the date of passing this resolution; and
 - (b) that the authority shall expire on the day preceding the fifth anniversary of the date on which this resolution was passed unless previously renewed or varied save that the directors may notwithstanding such expiry allot, grant options over or otherwise deal with or dispose of any shares under the authority in pursuance of an offer or agreement so to do made by the Company before the expiry of the authority.

SPECIAL RESOLUTIONS

5. That the directors of the Company shall have the power to exercise the authority granted to them to allot the Ordinary Shares and the B Shares as they may in their discretion determine as if Section 89(1) of the Companies Act 1985 did not apply thereto.
6. That the regulations contained in the document annexed to these resolutions and for the purpose of identification initialled by the members be and are hereby adopted as the Articles of Association of the Company to the exclusion of and in substitution for the existing articles of association.

Dated 5 October 2006


Robert John Madejski OBE DL


Michael Ernest Bracken


Jonathan Philip Homan

THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

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SACKVILLE PROPERTIES LIMITED

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1. PRELIMINARY

1.1 The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save insofar as they are excluded or varied hereby or are inconsistent herewith and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

1.2 Regulations 3, 23, 41, 54, 64 to 69 (inclusive), 88, 89, 96 to 98 (inclusive) and 118 of Table A shall not apply to the Company.

1.3 In these Articles where the context so admits:-

"Act"	the Companies Act 1985 including any statutory modification or re-enactment for the time being in force
"Articles"	the Articles of Association of the Company
"A Shares"	the A Ordinary Shares of £0.01 each in the capital of the Company
"B Shares"	the B Ordinary Shares of £0.01 each in the capital of the Company
"Board"	the board of directors 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"	any mode of execution
"holder"	in relation to any share the member whose name is entered in the register of members as the holder of the share

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| "office" | the registered office of the Company |
| "Ordinary Shares" | the Ordinary Shares of £0.01 each in the capital of the Company |
| "seal" | the common seal of the Company |
| "secretary" | 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 |
| "Shares" | the Ordinary Shares the A Shares and the B Shares |
| "United Kingdom" | Great Britain and Northern Ireland |
| "Voting Shares" | the Ordinary Shares and the B Shares |
- 1.4 References to the singular shall include the plural and references to the masculine include a reference to the feminine and neuter and vice versa.
- 1.5 Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.
- 1.6 Where an ordinary resolution of the Company is expressed to be required for any purpose a special or extraordinary resolution shall also be effective and where an extraordinary resolution is expressed to be required for any purpose a special resolution shall also be effective.
- 1.7 Headings are used for convenience only and shall not affect the construction of these Articles.

2. SHARE CAPITAL

The authorised share capital of the Company is £1,000,000 divided into 49,001,000 Ordinary Shares of £0.01 each and 49,999,000 A Ordinary Shares of £0.01 each and 1,000,000 B Ordinary Shares of £0.01 each. The rights attaching to the respective classes of Shares shall be as follows:

2.1 Income

The rights as regards income attaching to each class of Shares shall be as follows:

Voting Shares

- 2.1.1 The directors of the Company shall have the power during the period of one calendar month beginning with the date of adoption of these Articles to declare out of the assets of the Company available for distribution by way of dividend, a dividend of £10 per Ordinary Share. The directors shall have

the power, following the declaration of such dividend, to give the shareholders the right to elect at any time within 6 months of the date on which the dividend is declared, to have such dividend satisfied by the issue of 1,000 B Ordinary Shares at par value rather than in cash.

- 2.1.2 If the holder or holders of the Ordinary Shares shall within six calendar months of the declaration of such dividend elect to receive the dividend satisfied by the issue of B Ordinary Shares, the directors shall forthwith allot and issue the appropriate number of B Ordinary Shares to each holder of Ordinary Shares. The holder or holders of the Ordinary Shares shall make their election by notice in writing addressed to the Company. Otherwise, the directors shall pay such dividend in cash to all holders of Ordinary Shares.
- 2.1.3 Save as set out in paragraph 2.1.1 and 2.1.2 and subject to the provisions of the Act, the Board shall declare such dividends in respect of the Voting Shares as they in their absolute discretion see fit.

A Shares

- 2.1.4 The holders of the A Shares shall have no right to receive any income whatsoever in respect of the A Shares.

2.2 Capital

On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any Shares) the surplus assets of the Company remaining after the payment of its liabilities shall be applied in the following order of priority:

- 2.2.1 First, in paying to the holders of the A Shares and the Ordinary Shares the capital paid up on such shares *pari passu* and in proportion to the amount paid up on each Share; and
- 2.2.2 Second, in paying to the holders of the B Shares the capital paid up on such shares *pari passu* and in proportion to the amount paid up on each Share ; and
- 2.2.3 Third, the balance of such assets (if any) shall be divided amongst the holders of the Voting Shares *pro rata* (as nearly as may be) to the number of Voting Shares held by each member.

Following the repayment of the amount paid up on the A Shares the holders of the A Shares shall not be entitled to participate in the profits or assets of the Company.

2.3 Voting and Voting Rights

Voting Shares

2.3.1 Save as set out in paragraphs 2.1.1, 2.1.2, 2.2.1 and 2.2.2 the Voting Shares shall rank pari passu in all respects. On any resolution put to the vote at any meeting of the Company:

2.3.1.1 on a show of hands, every holder of Voting Shares, who (being an individual) is present in person or proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote;

2.3.1.2 on a poll, every holder of one or more Voting Shares, who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, shall have one vote for each Voting Share held.

A Shares

2.3.2 The holders of the A Shares shall have no right to attend or vote (whether on a show of hands or on a poll) at any meeting of the Company.

3. ALLOTMENT OF SHARES

3.1 Shares which are comprised in the authorised share capital of the Company on the date on which these Articles were adopted shall be under the control of the Board who may (subject to Section 80 of the Act and to paragraph 3.3 below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

3.2 All shares which are not comprised in the authorised share capital of the Company on the date on which these Articles were adopted and which the Board proposes to issue shall first be offered to the members in proportion as nearly as may be to the number of existing shares of the same class of shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Board, who may allot, grant options over or otherwise dispose of

the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the members. The foregoing provisions of this paragraph 3.2 shall have effect subject to Section 80 of the Act.

- 3.3 The Board are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital of the Company on the date on which this Company is incorporated at any time or times during the period of five years from such date and the Board may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

4. REDEMPTION OF SHARES

Subject to, and in accordance with, the provisions of the Act the Company may:-

- 4.1 issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the member;
- 4.2 purchase its own shares (including any redeemable shares).

5. CALLS

The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

6. TRANSFER OF SHARES

- 6.1 All transfers of shares shall be effected by instrument in writing in any usual or common form or in any other form acceptable to the directors.
- 6.2 The instrument of transfer shall be executed by or on behalf of the transferor and (except in the case of fully paid shares) by or on behalf of the transferee.
- 6.3 The transferor shall be deemed to remain the holder of the shares concerned until the name of the transferee is entered in the Register of members in respect thereof.
- 6.4 For the purpose of these Articles the renunciation or negotiation of any temporary document of title to any share shall constitute a transfer.

7. GENERAL MEETINGS AND RESOLUTIONS

- 7.1 Every notice convening a General Meeting shall comply with the provisions of Section 372 (3) of the Act as to giving information to members in regard to their right to appoint proxies. Notices of and other communications relating to any General Meeting which any member is entitled to receive shall be sent to the directors of the Company and to any alternate directors. It shall not be necessary to give any notice to the auditors for the time being of the Company save in respect of the Annual General Meeting. Regulation 38 of Table A shall be varied accordingly.
- 7.2 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as provided herein a quorum shall consist of two members each of whom is present in person or by representative or by proxy.
- 7.3 If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as to the directors may determine, and if, at that adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

8. REPRESENTATIVES

Any person who is a member and who is also acting as the representative or proxy of a member or members or a person who is not a member and who is acting as the representative or proxy of two or more members or a person who is not a director acting as an alternate director for two or more directors or who is a director and who acts as an alternate director may sign a written resolution of the members or the directors (as the case may be) in more than one capacity, and he shall not be obliged to act in the same manner or to vote for or against such resolution in respect of each capacity in which he acts, but such a person who attends a General Meeting of the Company shall be counted once for each capacity in which he acts for the purpose of determining whether the quorum for the transaction of the business of the General Meeting exists.

9. VOTES OF MEMBERS

- 9.1 Subject to any rights or restrictions for the time being attached to any class or classes of shares on a show of hands every member present in person or by representative (if a corporation) shall have one vote and on a poll every member present in person by representative (if a corporation) or by proxy shall have one vote for each Voting Share of which he is the holder provided that in the case of a corporation a director or secretary thereof shall be deemed to be a duly authorised representative of such member.

- 9.2 An instrument appointing a proxy in any common or usual form or in such other form as the Board may approve may be used in connection with any General Meeting of the Company.

10. DIRECTORS

Unless and until otherwise determined by the Company in General Meeting the number of directors shall not be subject to any maximum but shall be not less than two.

11. ALTERNATE DIRECTORS

- 11.1 Each director shall have the power at any time to appoint as an alternate director either another director or any other person approved for that purpose by a resolution of the directors, and, at any time, to terminate such appointment. Every appointment and removal of an alternate director shall be in writing signed by the appointor and (subject to any approval required) shall (unless the Board agrees otherwise) only take effect upon receipt of such written appointment or removal at the registered office of the Company. The appointment of an alternate director shall automatically determine on the happening of any event which if he were a director would cause him to vacate such office or if his appointor shall cease for any reason to be a director otherwise than by retiring and being re-appointed at the same meeting.
- 11.2 An alternate director shall not be entitled as such to receive any remuneration from the Company except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but otherwise be subject to the provisions of these Articles with respect to directors. An alternate director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.
- 11.3 An alternate director shall be entitled to receive notices of all meetings of the Board and of any committee of directors of which his appointor is a member and to attend and to vote as a director at any such meeting at which his appointor is not personally present (including the right to a casting vote in the event of his acting as alternate for the Chairman) and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a director of his appointor and to receive notice of all General Meetings. A director or any other person may act as alternate director to represent more than one director and an alternate director shall be entitled at meetings of the Board or at any committee of directors to the number of votes to which every director whom he represents would be entitled in addition to his own vote (if any) as a director but shall not count for more than one director for the purposes of a quorum at any directors' meeting.
- 11.4 An alternate director shall not require a share qualification but shall nevertheless be entitled to attend and speak at any General Meeting of the Company if his appointor is not present.

12. INTEREST OF DIRECTORS

A director (including an alternate director) who has duly declared his interest therein may, notwithstanding his interest, vote in respect of any contract or arrangement with the Company in which he is interested, directly or indirectly, and be taken into account for the purpose of deciding whether a quorum is present and may retain for his own absolute use and benefit all profits and advantages accruing to him. Regulations 94 and 95 of Table A shall be modified accordingly.

13. PROCEEDINGS OF DIRECTORS

13.1 Subject to paragraph 13.3 of this Article the directors may meet together for the despatch of business, as they think fit. The quorum for a meeting of directors or of a committee of directors shall (save in the case of a committee comprising one director only in which case the quorum shall be one) throughout the meeting be at least two directors (or their alternate directors).

13.2 A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.

13.3 At least seven days' previous notice in writing shall be given of every meeting of directors or of a committee of directors unless either all of the directors or all of the members consent in writing (which includes consent given by telex, facsimile or any other legible form) to the holding of a meeting on shorter notice. Such notice shall be given to all directors and also to all alternate directors and shall set forth the business to be discussed at such meeting and the meeting shall not be competent to deal with any business not referred to in such notice.

13.4 If within half an hour from the time appointed for the meeting of directors or of a committee of directors a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time and place as the directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the directors present or their alternates shall be a quorum.

13.5 Save as herein otherwise provided questions arising at any meeting of the Board or of a committee of directors shall be decided by a majority of votes provided that in the case of an equality of votes the Chairman of the meeting of directors or of a committee of directors shall have a second or casting vote.

13.6 A resolution in writing signed by all the directors or their respective alternates shall be as effective for all purposes as a resolution passed at a meeting of the Board duly convened and held and may consist of several documents in like form each signed by one or more of the directors and may be in the form of a telex, facsimile or any other legible form sent by any other similar method of transmission and unless the contrary shall be proved it shall be deemed to be duly and validly signed by the person purporting to sign the same and whose name appears in the text as the person signing the same.

- 13.7 The Board may delegate any of the powers vested in it to a committee or committees. Any committee so formed shall, in the exercise or any powers delegated to it, conform to any regulations that may be imposed upon it by the Board.
- 13.8 It shall be necessary to give notice of a meeting of the Board or of a committee of the directors to any director who is absent from the United Kingdom.
- 13.9 All or any of the directors or any committee thereof may participate in a meeting of the directors or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear and be heard by each other. Any 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 group of those participating is assembled or, if there is no such group, where the Chairman of the meeting is then present.

14. DISQUALIFICATION OF DIRECTORS

- 14.1 Regulation 81 of Table A as applicable to the Company shall be construed with the addition to paragraph (e) thereof of the words "unless he shall have appointed an alternate director who has not been similarly absent during such period".
- 14.2 Any person may be appointed or elected as a director whatever his age and no director shall be required to vacate his office by reason of his age or having obtained the age of seventy years or any other age.

15. INDEMNITY

Subject to the provisions of the Act, the Company may:

- 15.1 indemnify any person who is or was a director, directly or indirectly (including by funding any expenditure incurred or to be incurred by him), against any loss or liability, whether in connection with any proven or alleged negligence, default, breach of duty or breach of trust by him or otherwise, in relation to the Company or any associated company; and/or
- 15.2 purchase and maintain for any person who is or was a director against any loss or liability or any expenditure he may incur, whether in connection with any proven or alleged negligence, default, breach of duty or breach of trust by him or otherwise, in relation to the Company or any associated company.

For the purposes of this article "associated company" has the same meaning as in section 309A of the Act.