

**FILE COPY**



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

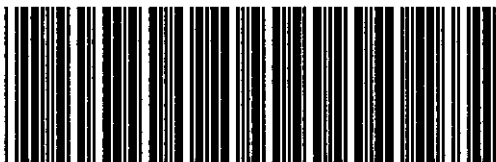
Company No. 5935553

The Registrar of Companies for England and Wales hereby certifies that

**BRYANSTON KENMORE MANOR PARK 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 14th September 2006



\*N05935553M\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —



*Please complete in typescript,  
or in bold black capitals.*

CHFP025

### Declaration on application for registration

593 5553

**Company Name in full**

BRYANSTON KENMORE MANOR PARK LIMITED

1. DEBORAH ANNE GRIM

of Beaufort House, 15 St. Botolph Street  
London EC3A 7EE

† 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]~~ to the Statute referred to in the Registrar's Order, Section 90(1)(c) 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

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

Day      Month      Year

On

1	3	0	9	2	0	0	6
---	---	---	---	---	---	---	---

**I** Please print name.

before me ❶

TRACEY ANDERSON

**Signed**

Tracey Anderson

Date \_\_\_\_\_

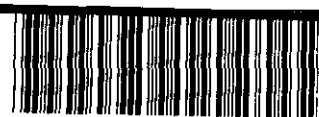
13 Sep 2006

† A Commissioner for Courts of Justice, Public Access Justice, the Peace and 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.

Richards Butler LLP  
Beaufort House, 15 St Botolph Street, London, EC3A 7EE

SMG/1018743/3994511 Tel 020 7247 6555  
DX number DX 1066 DX exchange DX 1066



LD1 \*LL7  
COMPANIES HOUSE

14/09/2006

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**



# 10

Please complete in typescript,  
or in bold black capitals.

CHFP025

Notes on completion appear on final page

## First directors and secretary and intended situation of registered office

59 35553

### Company Name in full

BRYANSTON KENMORE MANOR PARK LIMITED

### Proposed Registered Office

(PO Box numbers only, are not acceptable)

5 Wigmore Street

2nd Floor

Post town

London

County / Region

Postcode

W1U 1PB

If the memorandum is delivered by  
an agent for the subscriber(s) of  
the memorandum mark the box opposite  
and give the agent's name and address.

X

Agent's Name

Richards Butler LLP

Address

Beaufort House

15 St. Botolph Street

Post town

London

County / Region

Postcode

EC3A 7EE

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.

Richards Butler LLP

Beaufort House, 15 St Botolph Street, London, EC3A 7EE

SMG/1018743/3994504 Tel 020 7247 6555

DX number DX 1066 DX exchange DX 1066



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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 BRYANSTON KENMORE MANOR PARK LIMITED

NAME \*Style / Title MR \*Honours etc

\* Voluntary details

Forename(s) JOHN KENNETH

Surname BROWN

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 ††

40 BEECH AVENUE

GLASGOW

Post town RENFREWSHIRE

County / Region SCOTLAND

Postcode G77 5PP

Country

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

Consent signature

Date 31 August 2006

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title MR \*Honours etc

Forename(s) ROBERT WILLIAM MIDDLETON

Surname BROOK

Previous forename(s)

Previous surname(s)

Address ††

9 ASHCHURCH PARK VILLAS

†† 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 LONDON

County / Region

Postcode W12 9SP

Country

Date of birth

Day Month Year

2 7 0 9

1 9 6 6

Nationality British

Business occupation

Chartered Surveyor

Other directorships

See list attached

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

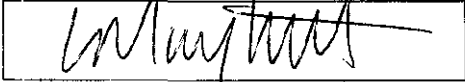
Consent signature

Date 31 August 2006

**Directors**

(see notes 1-5)

Please list directors in alphabetical order

<b>NAME</b>	<b>*Style / Title</b>	MR	<b>*Honours etc</b>	
<b>* Voluntary details</b>	<b>Forename(s)</b>	LEE		
	<b>Surname</b>	MAYTUM		
	<b>Previous forename(s)</b>			
	<b>Previous surname(s)</b>			
<b>†† 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.</b>	<b>Address ††</b>	72 NEW PARK ROAD		
	<input type="checkbox"/>	NEWGATE STREET		
	<b>Post town</b>	HERTFORD		
	<b>County / Region</b>	HERTFORDSHIRE	<b>Postcode</b>	SG13 8RF
	<b>Country</b>			
<b>Date of birth</b>	<b>Day</b>	<b>Month</b>	<b>Year</b>	<b>Nationality</b>
	05	01	1971	British
<b>Business occupation</b>	Chartered Surveyor			
<b>Other directorships</b>	none			
I consent to act as director of the company named on page 1				
<b>Consent signature</b>			<b>Date</b>	31 August 2006

**This section must be signed by***Either***an agent on behalf of all subscribers****Signed**

Richards Butler LLP



Partner

**Date**13 September  
~~August~~ 2006**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**

# ROBERT WILLIAM MIDDLETON BROOK

## DIRECTORSHIPS

Current	Company Number	Appointed
Kenmore Hounslow Limited	03955146	21/03/00
Kenmore Hereford 2 Limited	03953200	21/03/00
Kenmore Colindale Limited	03955148	21/03/00
Kenmore Castle Donington Limited	03955140	21/03/00
Kenmore Sunderland Limited	03952491	21/03/00
Kenmore Bristol Limited	03953193	21/03/00
Kenmore Hereford 1 Limited	03953199	21/03/00
Kenmore Keswick Limited	03955143	21/03/00
Kenmore MK Limited	SC206471	09/05/00
Kenmore Beneficial House Limited	03964540	09/05/00
Kenmore Property Group Limited	SC206635	07/06/00
Kenmore Property Holdings Limited	SC206636	07/06/00
Oakbraid Limited	SC210748	19/10/00
KAV Management Limited	SC193326	19/10/00
KP (South) Limited	03707189	28/03/00
Kenmore Aberdeen 2 Limited	SC210751	19/10/00
Kenmore Provincial Limited	04076351	30/11/00
Fountainhill Properties Limited	SC140051	16/01/01
Beaverbank Properties Limited	SC151201	16/01/01
Kenmore South Limited	03369157	01/05/01
Kenmore Ipswich Limited	04246685	16/07/01
Kenmore Quayside Limited	04285137	18/12/01
Southgrange Limited	04285094	18/12/01
Southjade Limited	04285447	18/12/01
Kenmore Joint Ventures Limited	04168251	02/03/01
Kenmore Property Management Limited	04378886	21/02/02
Kenmore Adam LP Limited	04378896	21/02/02
KP Basingstoke Limited	04379454	22/02/02
Kenmore Industrial Holdings Limited	SC229721	30/05/02
Kenmore Active Value Limited	SC213806	09/08/02
Kenmore Rugby Limited	03659280	20/11/02
Kenmore Property Management 2 Limited	SC242070	09/01/03
MCV Southampton Limited	04640595	17/01/03
KAV Trongate Limited	SC228281	27/01/03
KAV Chatham Limited	04378867	27/01/03
KAV Croydon Limited	04422992	27/01/03
KAV East Grinstead Limited	04378963	27/01/03
KAV Gloucester Limited	04378899	27/01/03
KAV Grantham Limited	04378971	27/01/03
KAV Harlow Limited	04378967	27/01/03
KAV Milton Keynes Limited	04378878	27/01/03
KAV Newcastle Limited	04378973	27/01/03
KAV Speke Limited	04568438	27/01/03

KAV St Johns Limited	04378972	27/01/03
KAV Stockton Limited	04378869	27/01/03
KAV Sutton Coldfield Limited	04378974	27/01/03
KAV Watford Limited	04378968	27/01/03
KAV Wolverhampton Limited	043878861	27/01/03
KAV Manchester Limited	04816070	12/08/03
Melville Crescent Ventures Limited	04570509	12/12/02
MCV Port Talbot Limited	04838863	19/07/03
Kenmore Capital Newmilns Limited	SC264597	15/03/04
Kenmore Capital Worksoop Limited	05077103	18/03/04
Kenmore Capital Ashbourne Limited	05077114	18/03/04
Kenmore Capital Goole Limited	05077101	18/03/04
Kenmore Capital Dudley Limited	05077117	18/03/04
Kenmore Capital Chesterfield Limited	05077122	18/03/04
Kenmore Capital Ockendon Limited	05077125	18/03/04
Kenmore Capital Aldridge Limited	05077105	18/03/04
Kenmore Capital Banbury Limited	05077109	18/03/04
Kenmore Capital Tongwell Limited	05077112	18/03/04
Kenmore Capital Boxmeer Limited	05022807	15/03/04
Kenmore Capital Vaassen 2 Limited	05022767	15/03/04
Kenmore Capital Oldbury Limited	04920919	02/04/04
Kenmore Capital Veghel Limited	05079887	31/03/04
Kenmore Capital Vaassen 1 Limited	05079880	31/03/04
Orme Securities Limited	04625945	20/01/03
Sime Investments Limited	04288965	22/02/02
KAV Elgin Limited	SC234219	27/01/03
Kenmore St Austell Limited	04246688	03/08/01
Kenmore East Kilbride Limited	SC212749	30/11/00
Kenmore Investments Limited	SC102139	01/03/00
Kenmore Capital Limited	SC262178	21/04/04
Kenmore Bletchley Limited	05176316	27/07/04
Kenmore York Limited	SC195949	31/03/00
Kenmore Capital Bromborough	05176322	27/07/04
MCV Wrexham Limited	05093198	20/08/04
MCV North Shields Limited	05093428	20/08/04
Kenmore Capital Crowther Limited	05193526	10/08/04
Kenmore Capital Knowsley Limited	05093187	10/08/04
Kenmore Capital Bristol Limited	05176309	15/07/04
Kenmore Capital Chesham 1 Limited	05093217	06/07/04
Kenmore Capital Larbert Limited	SC264557	15/03/04
Kenmore Capital Thornliebank Limited	SC271207	10/08/04
Kenmore Capital Bredbury Limited	05193521	10/08/04
KAV Tullibardine Limited	SC247522	17/04/03
Maidenhead Nominee No 4 Limited	04242672	13/09/04
Maidenhead Nominee No 3 Limited	04242677	13/09/04
Precis (2425) Limited	05094400	13/09/04
Precis Maidenhead GP Limited	05139937	13/09/04
Kenmore Capital Alfreton Limited	05093211	10/08/04

Kenmore Capital Maldon Limited	05176304	27/07/04
Kenmore Sentinel Limited	04920504	13/11/03
Revken Limited	05253129	14/10/04
MCV Dundee Limited	SC274758	14/10/04
Kenmore Capital Maidenhead Limited	05207223	11/11/04
MelvilleStar Limited	SC240253	28/11/02
Kenmore Capital Liverpool Limited	05318111	21/12/04
Kenmore Capital Middlesbrough Limited	05207400	31/01/05
Kenmore Capital Edinburgh Limited	SC278545	01/02/05
Kenmore Capital Tugela Limited	05207399	13/01/05
Kenmore Capital East Kilbride Limited	SC264587	15/03/04
Kenmore Capital Coventry Limited	05388745	10/03/05
Kenmore Capital Rotherham Limited	05388148	10/03/05
Kenmore Capital Chesham 2 Limited	05093223	06/07/04
Parker International Group Limited	02909678	17/06/02
Kenmore Capital Bletchley 2 Limited	05207146	05/05/05
Kenmore Capital St Stephen's Limited	05454336	31/05/05
MCV Edgbaston Limited	04815435	17/07/03
Southquay Limited	04815432	19/11/03
Southmore Limited	05690008	15/5/06
Kenmore Capital Beagle Limited	05593837	15/5/06
Kenmore Capital Western Limited	05593840	17/05/06
Kenmore Capital Knowsley 2 Limited	5838224	22/06/2006
Kenmore Land Glasgow Limited	304729	29/06/06
Southavon Limited	5784022	06/06/06
Kenmore Capital Harlow Limited	5842602	26/07/2006
Kenmore Capital Newcastle Limited	5838384	06/06/2006
Kenmore Capital Glenrothes Limited	305313	26/07/2006
Kenmore Land Bourne End Blue	5842739	01/08/2006
Kenmore Land Bourne End Red	5820433	01/08/2006
Kenmore Capital Cuprum Limited	305319	01/08/2006
Kenmore Capital 140 Limited		



208554



**THE COMPANIES ACT 1985**

**PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**OF**

**BRYANSTON KENMORE MANOR PARK LIMITED**

- 1 The Company's name is '**Bryanston Kenmore Manor Park Limited**'
- 2 The Company's registered office is to be situated in England and Wales.
- 3 The object of the Company is to carry on business as a general commercial company.

Without prejudice to the generality of the object and powers of the Company derived from section 3A of the Act, the Company has power to do all or any of the following things -

- (a) to acquire by any means any property or rights whatsoever;
- (b) to pay for any property or rights acquired by the Company and to remunerate any person either in cash or by the allotment of shares, debentures or other securities of the Company credited as fully or partly paid up, or otherwise;
- (c) to apply for or otherwise obtain, and to protect (by registration or otherwise), extend and renew (in each case in any part of the world), disclaim and modify, and grant or acquire rights over or in respect of, any patents, inventions, discoveries, secret process, copyright, trade marks, designs and other intellectual property; to experiment upon, test or improve any such property; and to carry out research and development in connection with any business or proposed business of the Company or any other person;

- (d) to maintain, manage, improve, develop, turn to account, grant rights and privileges in respect of and otherwise deal with all or any part of the property and rights of the Company;
- (e) to dispose by any means of the whole or any part of the undertaking, property and rights of the Company;
- (f) to lend money or give credit to such persons and on such terms as may seem expedient and otherwise to invest and deal with the moneys of the Company;
- (g) to borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's undertaking and property (whether present or future), including its uncalled capital, the discharge of any obligation of the Company or any other person, including (without prejudice to the generality of the foregoing) any associated company of the Company;
- (h) to give such indemnities as may seem expedient and to guarantee the performance of any obligation of any person, including (without prejudice to the generality of the foregoing) any associated company of the Company;
- (i) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments;
- (j) to establish and maintain any non-contributory or contributory pension or superannuation funds for the benefit of, and to give donations, gratuities, pensions and allowances to, present and former directors and employees of the Company or of any other company which is an associated company of the Company or a predecessor in business of the Company or any such associated company, or any other persons in whose welfare the Company or any such other company is or has been interested, and the wives, widows, families and dependants of any such persons; and to make payments for or towards the

insurance of any such persons and the provision of pensions and allowances for any of them;

- (k) to establish and subsidise or support any institutions, associations, clubs, funds, trusts or schemes for the benefit of any such persons as are mentioned in the last preceding paragraph, and to subscribe or guarantee money or make payments for any charitable, benevolent, public, general or useful object;
- (l) to purchase and maintain for any present or former officer or auditor of the Company or any associated company of the Company insurance against any such liability as is mentioned in section 310(1) of the Act;
- (m) to give such financial assistance (as defined in section 152 of the Act) as may be lawful, whether directly or indirectly, for any of the purposes mentioned in section 151 of the Act;
- (n) to control, manage or otherwise assist any associated company of the Company, to provide services and facilities of all kinds to any such associated company and to make payments by way of subvention or otherwise to any such associated company or in connection with it or its business or operations;
- (o) to enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise) or any person or company, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions and to carry out, exercise and comply with the same;
- (p) to pay out of the funds of the Company all expenses which it may lawfully pay with respect to its formation and registration or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company;

- (q) to enter into any partnership or arrangement for sharing profits, co-operation or union of interests with any other company or person, and to establish or promote, or join in the establishment or promotion of, any other company;
- (r) to acquire and undertake the whole or any part of the business, property and liabilities of any other company or person, and to amalgamate with any other company;
- (s) to distribute any of the property of the Company in kind among its members;
- (t) to cause the Company to be registered or recognised in any part of the world;
- (u) to do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and by or through agents, trustees, subcontractors or otherwise;
- (v) to do all such other things as are or may be deemed incidental or conducive to the attainment of the above object and the exercise of the powers (whether express or implied) of the Company.

And so that -

- (i) in this clause the word '**company**', except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere;
- (ii) in this clause the expression '**associated company**' means, in reference to the Company, any company in which the Company has any direct or indirect interest;

- (iii) in this clause the expression 'the Act' means the Companies Act 1985, including any statutory modification or amendment thereof for the time being in force; and
- (iv) the widest interpretation shall be given to each of the provisions of this clause, and none of them shall be restrictively construed or (except where the context expressly so requires) be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4 The liability of the members is limited.

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

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

---

**NAME AND ADDRESS OF SUBSCRIBER**

**NUMBER OF  
SHARES TAKEN BY  
THE SUBSCRIBER**

---

Bryanston Kenmore Leisure Fund Limited  
5 Wigmore Street  
2nd Floor  
London  
W1U 1PB

One

Director



Total shares taken: One

---

**Dated:** 31 August 2006

**Witness** to the above signature -

Witness signature

S. Marshall

Witness name

SUSAN MARSHALL

Witness address

110 33 CASTLE STREET  
EDINBURGH

Witness occupation

SECRETARY

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**

**BRYANSTON KENMORE MANOR PARK LIMITED**

**PRELIMINARY**

- 1 The following regulations and (subject to their provisions) the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (**'Table A'**) constitute the articles of association of the company.
- 2 In regulation 1 of Table A the words **'and the articles'** shall be deemed to be added after the words **'these regulations'** in each place where they occur.
- 3 Regulations 37, 40, 73 to 80 (inclusive), 87 and 94 to 98 (inclusive) of Table A shall not apply to the company.

**SHARES**

- 4 The share capital of the company is £1,000 divided into 1,000 ordinary shares of £1 each.
- 5 The directors are generally and unconditionally authorised for the purpose of section 80 of the Act to allot relevant securities (within the terms of that section) up to a maximum nominal amount of £999. The authority given by this article shall expire at the end of five years beginning on the date on which it was given.
- 6 Sections 89 and 90 of the Act shall not apply to the company.

## **TRANSFER OF SHARES**

- 7 The directors may, in their absolute discretion and without giving any reason, refuse to register a transfer of any share (whether or not fully paid) to any person.

## **GENERAL MEETINGS**

- 8 The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall immediately proceed to convene an extraordinary general meeting within 21 days of receipt of a valid requisition for a date not later than 28 days from the date of the notice convening the meeting. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the company may call a general meeting.
- 9 The words 'or a resolution appointing a person as a director' shall be deemed to be omitted from regulation 38 of Table A; and notice of meeting need not be given to the directors (in their capacity as directors) and regulation 38 of Table A shall be deemed to be modified accordingly.
- 10 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Two persons or, if the company has only one member, one person entitled to vote at the meeting, being or each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

## **NUMBER OF DIRECTORS**

- 11 The word 'one' shall be deemed to be substituted for the word 'two' in regulation 64 of Table A. A sole director may exercise all the powers and discretions given to the directors by the articles; and regulations 88 and 89 of Table A shall be deemed to be modified accordingly.



## **APPOINTMENT AND REMOVAL OF DIRECTORS**

- 12 A member or members holding not less than a majority in nominal amount of the ordinary shares of the company for the time being in issue may appoint a person willing to act to be a director and may remove any director (howsoever appointed) from office, without prejudice to any claim for damages he may have for breach of any contract of service between him and the company. The appointment or removal shall be made by an instrument signed by or on behalf of the person or persons making it and delivered to the office.
- 13 The directors may also appoint a person willing to act to be a director.
- 14 A director shall not be required to vacate his office as a director and a person shall not be disqualified from being appointed as a director by reason of his attaining or having attained the age of seventy or any other age.

## **DIRECTORS' GRATUITIES AND PENSIONS**

- 15 The directors may pay, or agree to pay, gratuities, pensions and other retirement, superannuation, death or disability benefits to any director or former director, to any member of his family (including a spouse or former spouse) or to any person who is or was dependent on him, and may contribute to any scheme or fund and pay premiums for the purchase or provision of any such benefits.

## **PROCEEDINGS OF DIRECTORS**

- 16 A meeting of the directors shall not be validly called unless at least seven clear days' notice of the meeting has been given to every director (including an alternate director) entitled to receive notice of the meeting, or unless he waives the requisite notice. A director (including an alternate director) shall be deemed to have received the requisite notice if he or his alternate director (or, in the case of an alternate director, his appointor) is present at the meeting.

- 17 The directors (including alternate directors), or any of them, may participate in or form a meeting of the directors by means of a conference telephone or any communication equipment which allows all the participants to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be counted in the quorum and be entitled to vote accordingly. The 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.
- 18 A director may as a director vote and be counted as one of the quorum upon a motion in respect of any transaction or arrangement which he enters into or makes with the company or in which he is in any way interested.

#### **THE SEAL**

- 19 Regulation 101 of Table A shall apply only if the company has a common seal. Whether it does or not, a share certificate may be executed under section 36A (4) of the Act instead of being sealed.

#### **NOTICES**

- 20 Any notice to be given to or by any person pursuant to the articles shall be deemed to be given personally in writing at the time of transmission if it is given by facsimile transmission.

#### **INDEMNITY**

- 21 Without prejudice to the provisions of regulation 118 of Table A and to any other indemnity to which he may otherwise be entitled, every Officer shall, to the fullest extent permitted under the Act, be indemnified out of the assets of the company against all costs, charges, expenses or liabilities incurred by him in the exercise, execution or discharge of his powers or duties or in relation thereto including, without limitation, all liabilities attaching to him in respect of any negligence, default, breach of duty or breach of trust by him in relation to the company. Subject to the provisions of the Act, the company shall provide every Officer of the company with funds to

meet expenditure incurred or to be incurred by him in defending any proceedings, whether civil or criminal, brought against him as an Officer of the company or in connection with any application for relief in such proceedings.

For the purposes of this article, an '**Officer**' is any director or other officer of the company (other than any person (whether or not an officer of the company) engaged by the company as auditor).

---

NAME AND ADDRESS OF SUBSCRIBER

---

Bryanston Kenmore Leisure Fund Limited  
5 Wigmore Street  
2nd Floor  
London  
W1U 1PB

Director



---

Dated: 31 August 2006

Witness to the above signature -

Witness signature

S. Marshall

Witness name

SUSAN MARSHALL

Witness address

10 33 CASTLE STREET  
EDINBURGH

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