FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

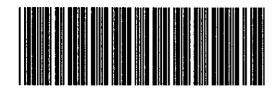
Company No. 5936854

The Registrar of Companies for England and Wales hereby certifies that

BRYANSTON KENMORE NORTH WALES 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 15th September 2006



N05936854R







Please complete in typescript, or in bold black capitals.

† Please delete as appropriate.

CHFP025

Declaration on application for registration

5936854

Company Name in full

BRYANSTON KENMORE NORTH WALES LIMITED

I. DEBORAH ANNE GRIM

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

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

Barlow Lyde & Gilbert

Declared at Barlow Lyde & Gilbert

Beaufort House, 15 St. Botolph Street, London EC3A 7NJ

 Day
 Month
 Year

 1 | 3 | 0 | 9 | 2 | 0 | 0 | 6

Please print name.

before me 0

On

TRACEY ANDERSON

Signed

Tracey Anderson

Date

13 Sep 2006

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/1018743/3994515 **Tel** 020 7247 6555

DX number DX 1066 DX exchange DX 1066

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

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB for companies registered in Scotland DX 235 Edinburgh



Laserform International 12/99



Please complete in typescript, or in bold black capitals.

CHFP025

Notes on completion appear on final page

Company Name in full

First directors and secretary and intended situation of registered office

5936854

BRYANSTON KENMORE NORTH WALES LIMITED

Proposed Registered Office	5 Wigmore Street			
(PO Box numbers only, are not acceptable)	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/1018743/3994513 Tel 020 7247 6555

3.1G/1016/43/3994313 |**E**| 020 /24/ 00

DX number DX 1066 DX exchange DX 1066

'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 or companies registered in England and Wales or companies House, 37 Castle Terrace, Edinburgh, EH1 2EB or companies registered in Scotland DX 235 Edinburgh

Laserform International 4/03

Company Sec	cretary (see notes 1-5)		····				
	Company name	BRYANSTON KE	NMORE NORT	H WALES	LIMITE	D	
	NAME *Style / Title	MR		*Honours	etc		
* Voluntary details	Forename(s)	JOHN KENNETH					
	Surname	BROWN					
	Previous forename(s)						
†† Tick this box if the address shown is a	Previous surname(s)						
service address for the beneficiary of a Confidentiality Order	Address tt	40 BEECH AVE	NUE				
granted under section 723B of the Companies Act 1985		G:_ASGOW					
otherwise, give your usual residential	Post town	RENFREWSHIRE					
address. In the case of a corporation or Scottish firm, give the		SCOTLAND		P	ostcode	G77	5PP
registered or principal office address.	Country						
		I consent to act a	s secretary o	f the comp	pany nam	ed on	page 1
	Consent signature		2 isa	_	Date	31	August 2006
Directors (see r	otes 1-5)	<u> </u>			_] [
Please list director	s in alphabetical order			1			
	NAME *Style / Title	MR		*Honours	etc	<u>;</u>	
	Forename(s)	ROBERT WILLI	AM MIDDLET	ON			
	Surname	BROOK					
	Previous forename(s)						
†† Tick this box if the address shown is a	Previous surname(s)						
service address for Address †† the beneficiary of a		9 ASHCHURCH	PARK VILLA	S			
Confidentiality Order granted under section 723B of the							
Companies Act 1985 otherwise, give your usual residential	Post town	LONDON					
address. In the case of a corporation or Scottish firm, give the	County / Region			Р	ostcode	W12	9SP
registered or principa office address.					·		
		Day Month	Year	٦			
	Date of birth	2 7 0 9	1 9 6 6	National	lity Brit	ish	
	Business occupation	Chartered Su	rveyor				
	Other directorships	ps See list attached					
		I consent to act	as director of	the compa	ny name	d on p	age 1
	Consent signature	Jund	A		Date	31	August 2006

k						
Directors (s	see notes 1-5) rs in alphab	etical order				
	NAME	*Style / Title	MR	*Hon	ours etc	
* Voluntary details		Forename(s)	s) LEE			
		Surname	MAYTUM			
	Previou	us forename(s)				
	Previo	us surname(s)				
†† Tick this box if the	Addr	ess tt	72 NEW PARK ROAD			
address shown is a service address for the beneficiary of a			NEWGATE STRE	CET		
Confidentiality Order granted under section 723B of the		Post town	HERTFORD			
Companies Act 1985 otherwise, give your	C	ounty / Region	HERTFORDSHIF		Postcode	SG13 8RF
usual residential address. In the case of a corporation or		Country				
Scottish firm, give the registered or principal office address.		Oddinay	Day Month	Year		
omce address.	Date of b	irth	0 5 0 1	1 9 7 1 Nati	onality Brit	ish
	Business	occupation	Chartered Su	ırveyor		
	Other dir	ectorships	none			
	Conser	nt signature	I consent to act	as director of the co		d on page 1 August 2006
This section Either an agent or of all subsc	n behalf	e signed by Signed	Disk and Dallard	LP ┴── Par	Data	13 September August 2006
Or the subs	cribers	Signed			Date	
(i.e those who signed as members on the memorandum of	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

	27/01/03
	27/01/03
	27/01/03
	27/01/03
	27/01/03
	12/08/03
	12/12/02
04838863	19/07/03
SC264597	15/03/04
05077103	18/03/04
05077114	18/03/04
05077101	18/03/04
05077117	18/03/04
05077122	18/03/04
05077125	18/03/04
05077105	18/03/04
05077109	18/03/04
05077112	18/03/04
05022807	15/03/04
05022767	15/03/04
04920919	02/04/04
05079887	31/03/04
05079880	31/03/04
04625945	20/01/03
04288965	22/02/02
SC234219	27/01/03
04246688	03/08/01
SC212749	30/11/00
SC102139	01/03/00
SC262178	21/04/04
05176316	27/07/04
SC195949	31/03/00
05176322	27/07/04
05093198	20/08/04
05093428	20/08/04
05193526	10/08/04
05093187	10/08/04
05176309	15/07/04
05093217	06/07/04
SC264557	15/03/04
SC271207	10/08/04
05193521	10/08/04
SC247522	17/04/03
04242672	13/09/04
04242677	13/09/04
05094400	13/09/04
05139937	13/09/04
	05077103 05077114 05077101 05077117 05077122 05077125 05077105 05077109 05077112 05022807 05022767 04920919 05079887 05079880 04625945 04288965 SC234219 04246688 SC212749 SC102139 SC262178 05176316 SC195949 05176322 05093198 05093428 05193526 05093187 05176309 05093217 SC264557 SC271207 05193521 SC247522 04242672 04242677 05094400

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
Kemore Capital 140 Limited		

,

.

THE COMPANIES ACT 1985



PRIVATE COMPANY LIMITED BY SHARES

5936854

MEMORANDUM OF ASSOCIATION

OF

BRYANSTON KENMORE NORTH WALES LIMITED

- 1 The Company's name is 'Bryanston Kenmore North Wales 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;



COMPANIES HOUSE

52 15/09/2006

- (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;
- 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;
- (I) 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.
- 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 Director		One
	Total shares taken:	One

Dated: 31 August 2006

Witness to the above signature -

Witness signature

S. Narshall

Witness name

SUSAN MARSHALL

Witness address

CIO 33 CASTLE STREET

EDINBURGH

Witness occupation

SECLETARY

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BRYANSTON KENMORE NORTH WALES LIMITED

PRELIMINARY

- 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.
- 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.
- Regulations 37, 40, 73 to 80 (inclusive), 87 and 94 to 98 (inclusive) of Table A shall not apply to the company.

SHARES

- The share capital of the company is £1,000 divided into 1,000 ordinary shares of £1 each.
- 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

- 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.
- 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.
- 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

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

- 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.
- 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

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

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.

- 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.
- 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

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

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

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

1.74	rec	+~+
レル	たしし	w

huhw

Dated: 31 August 2006

Witness to the above signature -

Witness signature

SNArShOW

Witness name

SUSAN MARSHAW

Witness address

Clo 33 CASTLE STREET

EDINBURGH

Witness occupation

SECRETARY