

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE UNLIMITED COMPANY**

Company No. 5976198

The Registrar of Companies for England and Wales hereby certifies that

CURZON PARK NO.1

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

Given at Companies House, London, the 24th October 2006



N05976198W



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

5976198

Company Name in full

CURZON PARK NO. 1

I, GARETH SAYNOR

of WRAGGE & CO LLP, 55 COLMORE ROW, BIRMINGHAM B3 2AS

† 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

Day Month Year

On

23 10 2006

① Please print name.

before me ①

SIMON CHILLO

Signed

Simon Chillo

Date

23/10/06

† 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.

Wragge & Co LLP (REF: JRH/JVG)

55 Colmore Row
Birmingham
B32AS

Tel 01212331000

DX number DX 13036

DX exchange Birmingham 1



LD1
COMPANIES HOUSE

74
24/10/2006

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

5976198

Company Name in full

CURZON PARK NO. 1

Proposed Registered Office

(PO Box numbers only, are not acceptable)

55 COLMORE ROW

Post town BIRMINGHAM

County / Region WEST MIDLANDS

Postcode B3 2AS

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 WRAGGE & CO LLP

Address 55 COLMORE ROW

Post town BIRMINGHAM

County / Region WEST MIDLANDS

Postcode B3 2AS

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.

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for companies registered in Scotland

DX 235 Edinburgh



Company Secretary (see notes 1-5)

Company name CURZON PARK NO. 1

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

INGLEBY NOMINEES LIMITED

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 ††

55 COLMORE ROW

Post town

BIRMINGHAM

County / Region

WEST MIDLANDS

Postcode

B3 2AS

Country

UK

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

Consent signature

Date

23/10/06

Directors (see notes 1-5)

Please list directors in alphabetical order

FOR AND ON BEHALF OF INGLEBY NOMINEES LIMITED

NAME *Style / Title

*Honours etc

Forename(s)

Surname

INGLEBY HOLDINGS LIMITED

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 ††

55 COLMORE ROW

Post town

BIRMINGHAM

County / Region

WEST MIDLANDS

Postcode

B3 2AS

Country

UK

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

23/10/06

FOR AND ON BEHALF OF INGLEBY HOLDINGS LIMITED

7799460

(see notes 1-5)

NAME *Style / Title

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ^{††}

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

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date _____

This section must be signed by

Either

**an agent on behalf
of all subscribers**

Signed

Date _____

Or the subscribers

Signed

Date _____

(i.e those who signed
as members on the
memorandum of
association).

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person *who occupies that position even if called by a different name*, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years**, when the person was a director, **was** :
 - dormant,
 - a parent company which wholly owned the company making the return,
 - a wholly owned subsidiary of the company making the return, or
 - another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

518090

The Companies Acts 1985 - 1989



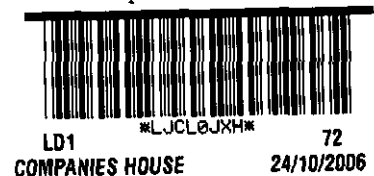
AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

CURZON PARK NO. 1

- 1 The Company's name is "**Curzon Park No. 1.**"
- 2 The Company's registered office address is to be situated in England and Wales.
- 3 The objects for which the Company is established are:
 - (A)
 - (1) To carry on as principal, agent or in any other capacity whatsoever all or any of the businesses, undertakings, transactions or operations commonly carried on or undertaken by general merchants, traders, designers, manufacturers, assemblers, property developers, builders, contractors, distributors, agents, importers, exporters, factors, wholesale and retail dealers and suppliers of all goods, wares, produce, products, materials, commodities, and merchandise of every description and/or to provide all forms and manner of services of whatsoever nature including, inter alia, commercial, finance, credit, leasing, hire, hire purchase, financing, banking, insurance, investment, consultancy, advisory, estate management and estate agency, advertising, marketing, managerial, administrative, computer, broking, surveying, export, import, shipping, transport, investment, storage, forwarding, equipment hire and garage services and all other services of every description and to carry on all or any of the said businesses, undertakings, transactions or operations either



together or separately in any part of the world; to act as agents and/or representatives for any purpose on behalf of any persons, firms, companies, organisations or authorities in respect of any goods and/or services as the Company may decide; to purchase or otherwise acquire or take over any business or businesses or undertakings which may be deemed by the Company to be expedient or to become interested in and carry on or dispose of or liquidate or otherwise deal with such businesses or undertakings as may be thought desirable and to purchase, subscribe for and/or otherwise acquire and/or hold shares, stocks, debentures or securities and investments of whatsoever nature and to act as a holding company and without prejudice to the generality of the foregoing to carry on business as a general commercial company.

- (2) To enter into any guarantees, indemnities and/or financial transactions and to carry on and transact every kind of guarantee, counter-guarantee, indemnity and counter-indemnity business and financial operations and without limiting the generality of the foregoing in connection therewith or in connection with any business or activity of the Company or otherwise, (regardless of whether or not the Company receives any consideration) to:
- (i) finance and invest in and to guarantee the payment of money by, and the discharge of liabilities and obligations of every description of, any person firm or company including (without limiting the generality of the foregoing) any company which is for the time being a subsidiary or the holding company (both as defined by section 736 Companies Act 1985) of the Company or another subsidiary of any such holding company; and/or
 - (ii) effect any such guarantees and indemnities either by personal covenant or by mortgaging charging or otherwise creating security over all or any part of the undertaking, property and assets both present and future of the Company and its uncalled capital or by both such methods; and/or
 - (iii) borrow money, negotiate loans, grant credit facilities and other accommodation, advance and lend money with or without security, and to discount and deal in bills of exchange and other negotiable instruments and securities of every description; and/or
 - (iv) give, subject to and in accordance with due compliance with the provisions of sections 155-158 inclusive Companies Act 1985 (if and so far as such provisions shall be applicable), whether directly or indirectly, any kind of financial assistance (as defined in section 152 Companies Act 1985) for any such purpose as is specified in section 151 and/or section 153 Companies Act 1985.

- (B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to the Company's business or which in their opinion will enhance the value of or render profitable any of the Company's property or assets.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any land, buildings, easements, rights, privileges, concessions, patents, know-how, licences, secret processes, machinery, plant, stock-in-trade, and any other real or personal property of any kind for the purposes of or in connection with the Company's business or any branch or department thereof.
- (D) To construct any shops, offices, warehouses, workshops, factories or other buildings or structures, roads, railways, port or harbour installations, runways or landing strips, plant, machinery and equipment, and to execute and carry out civil engineering works of all kinds for the purposes of the Company's business.
- (E) To apply for, register, purchase, or by any other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, inventions, brevets d'invention, licences, secret processes, trade marks, designs, copyrights, concessions, franchises, confidential information, know-how, computer systems and programs and any and all types of computerised data and information and to disclaim, alter, modify, use and turn to account, and to manufacture under or grant licences or privileges in respect of, the same and to expend money in research upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (F) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (G) To mortgage and charge the undertaking and all or any of the real or personal property and assets, present or future, and all or any of the uncalled capital for the time being, of the Company and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, securities of every kind including debentures, debenture stock, loan stock and warrants to subscribe for the same, whether or not convertible into any other security or share capital of the Company and whether or not secured by any form of charge on any assets of the Company and either permanent or redeemable or repayable, and collaterally or further to secure any such securities of the Company by a trust deed or other assurance.
- (H) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other

persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

- (I) To receive money on deposit or loan upon such terms as the Company may approve.
- (J) To make advances or give credit to customers and others having dealings with the Company either with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and such others as aforesaid.
- (K) To grant pensions, allowances and gratuities to directors or ex-directors, employees or ex-employees of the Company or its predecessors in business or the dependants of such persons, to establish and maintain or concur in establishing and maintaining and/or from time to time vary trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid and their dependants and to support or subscribe to any charitable trusts, funds or institutions, the support of which may, in the opinion of the Directors of the Company for the time being, benefit the Company or its employees and to institute and maintain any club or other establishment or profit-sharing scheme for the benefit of the Company or its directors or employees.
- (L) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (M) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities (other than the shares of the Company or its holding company (if any)) and in such manner as may from time to time be decided.
- (N) To pay either wholly or in part for any property or assets acquired by the Company, either in cash or fully or partly paid up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue and generally on such terms as the Company decides.
- (O) To accept payment for any property or assets sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or other securities (which such company or corporation is empowered to issue) of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend, interest or repayment of capital or otherwise, or partly in cash and partly in shares or securities and generally on such terms as the Company decides, and to hold, dispose of or otherwise deal with any shares or securities so acquired.
- (P) To enter into any partnership, joint-venture or arrangement for sharing profits, merger or amalgamation of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business

within the objects of this Company and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such person, firm or company.

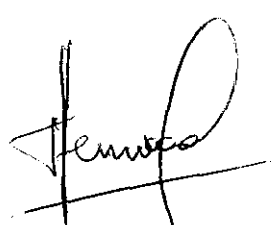
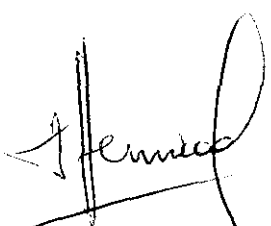
- (Q) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which will in any manner advance the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of, and to guarantee the payment of the dividends, interest or capital of, any shares, stock or securities issued by, or any other obligations of, any such company.
- (R) To purchase or otherwise acquire and manage all or any part of the business, property, assets, liabilities or transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (S) To sell, improve, manage, develop, turn to account, exchange, let or hire on rent, royalty, share of profits or otherwise, grant licences, 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 accept any securities which any company is empowered to issue in payment or part payment for services rendered or goods sold to or any debt owing from any such company.
- (U) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (V) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.
- (W) To adopt such means of making known or advertising the business, products and services of the Company as may seem expedient.
- (X) To procure the Company to be registered or recognised in any country or place outside the United Kingdom.
- (Y) To carry out all or any of the objects of the Company and to do all or any of the above acts matters or things and to exercise all or any of the above powers in any part of the world, and either as principals, agents, trustees or

otherwise, and either alone or in conjunction with others, and either by or through agents, trustees or otherwise.

- (Z) Generally to do all such other things as may appear to the Company to be incidental or conducive to the attainment of the above objects or any of them.

The objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and they shall not be limited or restricted by reference to or inference from any other such paragraph, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the object of a separate and distinct company.

WE, the persons whose name, address and description are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we agree to take the number of shares in the capital of the Company set out opposite our name.

NAME ADDRESS AND DESCRIPTION OF SUBSCRIBER	Number of Shares taken by Subscriber
<p>INGLEBY NOMINEES LIMITED 55 Colmore Row, Birmingham B3 2AS</p> <p>Signed JULIAN RICHARD HENWOOD for and on behalf of Ingleby Nominees Limited</p> <p>INGLEBY HOLDINGS LIMITED 55 Colmore Row, Birmingham B3 2AS</p> <p>Signed JULIAN RICHARD HENWOOD For and on behalf of Ingleby Holdings Limited</p>	<p>One</p>  <p>One</p> 

Dated 23 October 2006

Witness to the above signature:

JACQUE GENTLES
COMPANY SECRETARIAL SERVICE
ADMINISTRATOR
40 WYRRE & COUP
55 COLMORE ROW
BIRMINGHAM
B3 2AS



AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

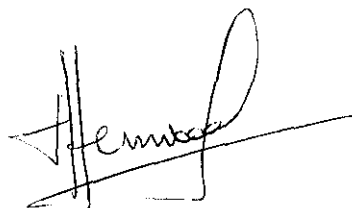
CURZON PARK NO. 1

- 1 Regulations 3, 32, 34 and 35 of Table A shall not apply to the Company, but the articles hereinafter contained and, subject to the modification hereinafter expressed, the remaining regulations of Table A shall constitute the articles of association of the Company.
- 2 The words "at least seven clear days' notice" shall be substituted for the words "at least fourteen clear days' notice" in regulation 38 of Table A.
- 3 The share capital of the Company is £50,000,000 divided into 50,000,000 ordinary shares of £1.00 each.
- 4 The Company may by special resolution –
 - (a) Increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
 - (b) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (c) Subdivide its shares, or any of them, into shares of a smaller amount than its existing shares;
 - (d) Cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;
 - (e) Reduce its share capital and any share premium account in anyway.

NAME ADDRESS AND DESCRIPTION OF SUBSCRIBER

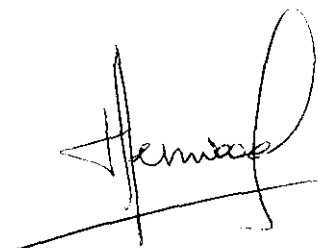
INGLEBY NOMINEES LIMITED
55 Colmore Row,
Birmingham
B3 2AS

Signed JULIAN RICHARD HENWOOD
for and on behalf of Ingleby
Nominees Limited



INGLEBY HOLDINGS LIMITED
55 Colmore Row,
Birmingham
B3 2AS

Signed JULIAN RICHARD HENWOOD
for and on behalf of Ingleby
Holdings Limited



Dated 23 October 2006

Witness to the above signature
JACQUE GENTLES
COMPANY SECRETARIAL SERVICE
ADMINISTRATOR
40 WRATCHE & CO LLP
55 COLMORE ROW
BIRMINGHAM
B3 2AS

