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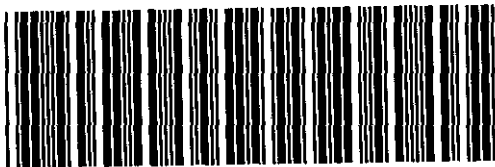
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 6208835

The Registrar of Companies for England and Wales hereby certifies that
QUEST PLACE MANAGEMENT COMPANY LIMITED

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

Given at Companies House, Cardiff, the 11th April 2007



N06208835J



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Companies House

— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHFP000

Declaration on application for registration

Company Name in full

QUEST PLACE MANAGEMENT COMPANY LIMITED

I,

DIANA ELIZABETH REDDING

of

OAKRIDGE LANE, SIDCOT, WINScombe,
NORTH SOMERSET BS25 1LZ

† 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

[Signature]

Declared at

WINScombe, NORTH SOMERSET

Day Month Year

On

1 0 0 4 2 10 10 17

• Please print name:

before me •

NICHOLAS REDDING

Signed

[Signature]

Date

10th April 2007

† 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.

REDDINGS
COMPANY LAW CONSULTANCY

DX number

"Applegarth"

Oakridge Lane

Sidcot, Winscombe

North Somerset BS25 1LZ

When you have completed and signed this 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 Tel 01934 844456 Fax 01934 844456

or

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

for companies registered in Scotland

DX 235 Edinburgh



A8RKBOME

11/04/2007

COMPANIES HOUSE

A49

699

rg

WEDNESDAY



Companies House
— for the record —

6208835-10

— please complete in typescript,
in bold black capitals.

FP000

— notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

QUEST PLACE MANAGEMENT COMPANY LIMITED

Proposed Registered Office

(O Box numbers only, are not acceptable)

Reddings

Applegarth, Oakridge Lane

Post town

Sidcot, Winscombe

County / Region

North Somerset

Postcode

BS25 1LZ

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

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
that you give will be visible to
searchers of the public record.

REDDINGS

COMPANY LAW CONSULTANCY

DX number

"Applegarth"
Oakridge Lane

When you have completed the form please send it to the
Registrar of Companies at

Companies House, Crown Way, Cardiff, CF14 5BZ
Tel: 01934 844345 Fax: 01934 844346

DX 33050 Cardiff

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

DX 235 Edinburgh



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11/04/2007

COMPANIES HOUSE

A49

701

WEDNESDAY

Company Secretary (see notes 1-5)

Company name

QUEST PLACE MANAGEMENT COMPANY LIMITED

NAME *Style / Title

*Honours etc

Forename(s)

Reddings Company Secretary Limited

Surname

Previous forename(s)

Previous surname(s)

Address **

Applegarth, Oakridge Lane,

Sidcot

Post town

Winscombe

County / Region

North Somerset

Postcode

BS25 1LZ

Country

UK

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

Consent

For & on behalf of
Reddings Company
Secretary Limited

Date

10th April 2007

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Diana Elizabeth

Surname

Redding

Previous forename(s)

Previous surname(s)

Address **

Rainbow House, Oakridge Lane

Sidcot

Post town

Winscombe

County / Region

North Somerset

Postcode

BS25 1LZ

Country

UK

Day Month Year

Date of birth

1 | 3 | 0 | 6 | 1 | 9 | 5 | 2

Nationality

British

Business occupation

Company Law Consultant

Other directorships

Reddings Company Secretary Limited

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

Consent signature

Date

10th April 2007

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Reddings Company Secretary Limited

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.

Applegarth, Oakridge Lane

Sidcot

Post town

Winscombe

County / Region

Somerset

Postcode

BS25 1LZ

Country

UK

Day Month Year

Date of birth

Nationality

Business occupation

Limited Company Number 3377552

Other directorships

None

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

Consent signature

J. Waymote
For & on behalf of
Reddings Company
Secretary Limited

Date

10th April 2007

This section must be signed by
Either

an agent on behalf
of all subscribers

Signed

Date

Or the subscribers

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

Signed

Date

10th April 2007

Signed

J. Waymote
For & on behalf of
Reddings Company
Secretary Limited

Date

10th April 2007

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

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.

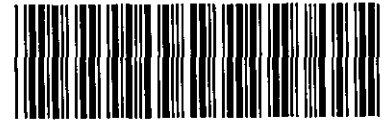
5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

10648

009051/50

THE COMPANIES ACTS 1985 AND 1989

WEDNESDAY



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11/04/2007

700

COMPANIES HOUSE

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF QUEST PLACE MANAGEMENT COMPANY LIMITED

1. The Company's name is "Quest Place Management Company Limited".
2. The Company's registered office is to be situated in England and Wales.
3. The objects for which the Company is established are:
 - (a) (i) To acquire by purchase, lease, exchange, hire or otherwise land and property of any tenure and to hold, manage and administer any such land or property for the benefit of the Members; to repair, maintain, improve, develop, alter, insure and provide services for any land or property of the Company and to collect rents, fees and other income and pay all outgoings thereof.
 - (ii) To acquire any licences, easements, options, rights or privileges and to enter into any contract, deed or arrangement for ensuring the enjoyment or better enjoyment by any Member or Members of the Company of any land or property of the Company or for enabling the better enjoyment of any land or property owned by any Member or Members of the Company by such Member or Members.
- (b) To carry on any other business which may in the opinion of the Directors be advantageously carried on with any of the businesses of the Company.
- (c) To sell or otherwise dispose of and to grant licences, options, rights and privileges in respect of or otherwise deal with all or any part of the land, property and rights of the Company.
- (d) To invest and deal with the moneys of the Company not immediately required in any manner.
- (e) To lend and advance money or give credit to any individual or company on such terms as may seem expedient, to give any guarantee, security or indemnity in respect of any obligation of any individual or company including but not limited to any holding, subsidiary or associated company.
- (f) To receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit and in particular by the issue of

debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing or any other obligation of the Company by mortgage, charge, lien or any other security upon all or any part of the assets and undertaking of the Company (both present and future).

- (g) To draw, make, accept, indorse, discount, negotiate, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (h) To apply for, promote and obtain any Act of Parliament, charter, order, privilege, concession, licence or authorisation of any central or local governmental or quasi-governmental body for enabling the Company to carry any of its objects into effect or for effecting any modification of the constitution of the Company or for any other purpose which may seem expedient, and to oppose any proceeding or application which may be directly or indirectly detrimental to the interests of the Company.
- (i) To enter into any arrangement with any central or local governmental or quasi-governmental body or any person or company which may seem conducive to the attainment of any of the Company's objects.
- (j) To distribute any property of the Company among the Members of the Company in kind.
- (k) To make donations towards or otherwise assist any charitable, benevolent or public object.
- (l) To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts.
- (m) To pay any expenses in respect of the promotion and registration of the Company.
- (n) To do all such other things as are incidental or conducive to the attainment of the Company's objects or any of them.

And it is hereby declared that:-

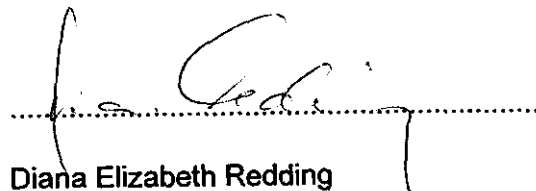
- (i) The word "company" in this Clause, except where referring to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated, and whether domiciled in the United Kingdom or elsewhere.
 - (ii) each object specified in each sub-clause of this Clause shall not be restrictively construed but shall be given the widest possible interpretation and (without prejudice to the generality of the foregoing) each such object shall (except where the context unequivocally requires to the contrary) be construed as if it defined the objects of a separate and distinct company and shall not be limited or restricted by reference to any other such object whether contained in the same sub-clause or otherwise or by the name of the Company.
4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of

dividend, bonus or otherwise howsoever by way of profit, to Members of the Company, provided that nothing herein shall prevent any payment in good faith by the Company:-

- (i) of reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company;
 - (ii) of interest on money lent by any Member of the Company or any Director at a reasonable and proper rate;
 - (iii) of reasonable and proper rent for premises demised or let by any Member of the Company or any Director; and
 - (iv) to any Director of out-of-pocket expenses.
5. The liability of the Members is limited.
6. Every Member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the Company's debts and liabilities contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

We, the Subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum:

Name and Addresses of Subscribers



Diana Elizabeth Redding
"Rainbow House"
Oakridge Lane
Sidcot
Winscombe
North Somerset
BS25 1LZ


For & on behalf of Reddings Company Secretary Limited

Reddings Company Secretary Limited
Applegarth
Oakridge Lane
Sidcot
Winscombe
North Somerset
BS25 1LZ

Dated 10th April 2007

Witness to the above signatures:



Nicholas Redding
"Rainbow House"
Oakridge Lane
Sidcot
Winscombe
North Somerset
BS25 1LZ

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF QUEST PLACE MANAGEMENT COMPANY LIMITED

INTERPRETATION

1. (a) In these Articles -

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

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

"executed" includes any mode of execution.

"office" means the registered office of the Company.

"joint freehold owner" means any person who together with one or more other persons is the joint holder of the freehold of a qualifying property and "joint freehold owners" shall be construed accordingly.

"joint head lessee" means any person who together with one or more other persons is the joint holder of the head lease of a qualifying property and "joint head lessees" shall be construed accordingly.

"Property" means all that property together with the buildings erected thereon situated at High Street, Maldon, Essex.

"propertyholder" means any person who is either:

(a) the head lessee for the time being of a qualifying property and if at any time two or more persons are for the time being joint head lessees of a qualifying property then (except where the context unequivocally requires to the contrary) references in these Articles to the "propertyholder" shall be construed as references to all of those joint head lessees collectively;
or

(b) the freehold owner for the time being of a qualifying property and if at any time two or more persons are for the time being joint owners of the freehold of a qualifying property then (except where the context unequivocally requires to the contrary) references in these Articles to the "propertyholder" shall be construed as references to all of those joint freehold owners collectively.

"qualifying property" means any individual unit of residential or industrial or business accommodation situate in or upon the Property (as hereinafter defined).

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.

- (b) No regulations set out in any schedule to any statute or in any statutory instrument concerning companies shall apply as regulations or Articles of the Company.

MEMBERS

- 2. (a) The Subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with these Articles shall be the Members of the Company.
- (b) A Subscriber or, in the case of the death of a Subscriber, that Subscriber's Personal Representatives, may nominate any person to replace that Subscriber as a Member of the Company and that nominee, after having been admitted to membership, shall stand in the same position and have the same powers and be subject to the same restrictions as if he were an actual Subscriber to the Memorandum.
- (c) The only persons eligible for membership of the Company other than the Subscribers to the Memorandum of Association are any person nominated by a Subscriber or a Subscriber's Personal Representatives in accordance with Article 2(b) above or a person who is for the time being a propertyholder or (as the case may be) a joint head lessee or joint freehold owner.
- (d) The Company shall admit to membership by resolution of the Directors any person eligible for membership who requests to be admitted as a Member provided that -
 - (i) in the case of a joint head lessee of a qualifying property such person may only be admitted to membership along with all of his fellow joint head lessees of the same qualifying property and all of the joint head lessees of a qualifying property shall be deemed to constitute one Member of the Company and references in these Articles to "Member" shall (except where the context unequivocally requires to the contrary) be construed in relation to joint head lessees registered as a Member to refer to all of those joint head lessees jointly.
 - (ii) in the case of a joint freehold owner of a qualifying property such person may only be admitted to membership along with all of his fellow joint freehold owners of the same qualifying property and all of the joint freehold owners of a qualifying property shall be deemed to constitute one member of the Company and references in these Articles to "Member" shall (except where the context unequivocally requires to the contrary) be construed in relation to joint freehold

owners registered as a Member to refer to all of those joint freehold owners jointly.

(iii) that person shall have signed a consent to become a Member in such form as the Directors shall from time to time prescribe.

3. (a) A Subscriber to the Memorandum of Association shall, if not himself a propertyholder, cease to be a Member as soon as the propertyholders of all the qualifying property have become Members.
- (b) A Member who was eligible for membership solely by reason that that Member was at the time of that Member's admission to membership a propertyholder shall cease forthwith to be a Member immediately upon that Member's ceasing to be a propertyholder.

GENERAL MEETINGS

4. All general meetings other than annual general meetings shall be called *extraordinary general meetings*.
5. The Directors may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall *forthwith proceed to convene an extraordinary general meeting* for a date not later than eight weeks after receipt of the requisition. 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.

NOTICE OF GENERAL MEETINGS

6. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Director shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed -
 - (a) in the case of an annual general meeting, by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the Members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the Members and to the Directors and auditors (if any).

7. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

8. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.
9. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or such 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 Meeting shall be dissolved.
10. The chairman, if any, of the Board of Directors or in his absence some other Director nominated by the Directors shall preside as chairman of the meeting, but if neither the chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be chairman.
11. If no Director is willing to act as chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman.
12. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
13. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded -
 - (a) by the chairman; or
 - (b) by at least two Members having the right to vote at the meeting; or
 - (c) by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting;and a demand by a person as proxy for a Member shall be the same as a demand by the Member.
14. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the

number or proportion of the votes recorded in favour of or against the resolution.

15. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
16. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
18. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
19. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
20. A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.
21. Every Member present in person or by proxy or (being a corporation) by its representative shall whether on a show of hands or on a poll have one vote for each qualifying property of which that Member is the propertyholder provided that:
 - (i) each Subscriber shall have 10,000 votes.
 - (ii) joint head lessees or (as the case may be) joint freehold owners of the same qualifying property who are registered as a Member shall collectively have one vote.
22. In the case of joint head lessees or (as the case may be) joint freehold owners of the same qualifying property who are registered as a Member the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of any other fellow joint head lessees or (as the case may be) joint freehold owners; and seniority shall be determined by the order in

which the names of the fellow joint head lessees or (as the case may be) joint freehold owners stand in the Register of Members.

23. A Member or the senior of joint head lessees or (as the case may be) joint freehold owners who are registered as a Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
24. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
25. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form or (in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve) -

" Limited
I/We,, of
.....
being a Member/Members of the above-named Company, hereby appoint
..... of
....., or
failing him, of
....., as
my/our proxy to vote in my/our name(s) and on my/our behalf at the
annual/extraordinary general meeting of the Company to be held on
..... 20, and at any adjournment
thereof.

Signed on 20, "

26. Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form or (in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve) -

" Limited
I/We,, of
.....
being a Member/Members of the above-named Company, hereby appoint
.....
of
or failing him, of

....., as
my/our proxy to vote in my/our name(s) and on my/our behalf at the
annual/extraordinary general meeting of the Company to be held on
..... 20, and at any adjournment
thereof.

This form is to be used in respect of the resolutions mentioned below as
follows:

Resolution No. 1 *for *against

Resolution No. 2 *for *against.

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from
voting.

Signed this day of 20"

27. The instrument appointing a proxy and any authority under which it is executed
or a copy of such authority certified notarially or in some other way approved by
the Directors may -
- (a) be deposited at the office or at such other place within the United
Kingdom as is specified in the notice convening the meeting or in any
instrument of proxy sent out by the Company in relation to the meeting
not less than 48 hours before the time for holding the meeting or
adjourned meeting at which the person named in the instrument
proposes to vote; or
 - (b) in the case of a poll taken more than 48 hours after it is demanded, be
deposited as aforesaid after the poll has been demanded and not less
than 24 hours before the time appointed for the taking of the poll; or
 - (c) where the poll is not taken forthwith but is taken not more than 48 hours
after it was demanded, be delivered at the meeting at which the poll was
demanded to the chairman or to the secretary or to any Director;

and an instrument of proxy which is not deposited or delivered in a manner so
permitted shall be invalid.

28. A vote given or poll demanded by proxy or by the duly authorised
representative of a corporation shall be valid notwithstanding the previous
determination of the authority of the person voting or demanding a poll unless
notice of the determination was received by the Company at the office or at
such other place at which the instrument of proxy was duly deposited before
the commencement of the meeting or adjourned meeting at which the vote is
given or the poll demanded or (in the case of a poll taken otherwise than on the
same day as the meeting or adjourned meeting) the time appointed for taking
the poll.

NUMBER OF DIRECTORS

29. Unless otherwise determined by ordinary resolution, the number of Directors shall not be subject to any maximum but shall be not less than two.
30. No Director shall be entitled to appoint any person to be his alternate.
31. No persons shall be eligible to be appointed as Directors of the Company other than:
 - (a) Members of the Company for the time being except a Member comprised of two or more joint head lessees or (as the case may be) joint freehold owners; and
 - (b) in the case of two or more joint head lessees registered as a Member such one (but not more than one) of those joint head lessees as may be nominated by notice in writing to the Company by all of those joint head lessees (other than the nominee himself) to be the person from amongst themselves who is to be eligible to be appointed as a Director; and
 - (c) in the case of two or more joint freehold owners registered as a Member such one (but not more than one) of those joint freehold owners as may be nominated by notice in writing to the Company by all of those joint freehold owners (other than the nominee himself) to be the person from amongst themselves who is eligible to be appointed as a Director.

POWERS OF DIRECTORS

32. Subject to the provisions of the Act and the Memorandum and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or these Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
33. Without prejudice to the generality of Article 32 the Directors may subject to the Memorandum at any time and from time to time make, adopt, alter or revoke any rules, regulations and bye-laws for the regulation of the Company, the business and affairs of the Company and the use of any land, property or other assets held, managed or administered by the Company. Any resolution of the Directors for the making, adopting, altering or revoking of any rules, regulations and bye-laws shall be subject to confirmation by special resolution at the next annual general meeting and, if not so confirmed, shall cease to have effect at the conclusion of that meeting. All such rules, regulations and bye-laws for the time being in force shall be binding upon all Members and a Member shall not be absolved from abiding by the terms of such rules, regulations and bye-laws by reason that he has had no notice thereof.
34. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF DIRECTORS' POWERS

35. The Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to any managing Director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions which the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF DIRECTORS

36. At the first annual general meeting all the Directors shall retire from office, and at every subsequent annual general meeting one-third of the Directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one Director who is subject to retirement by rotation, he shall retire.
37. Subject to the provisions of the Act, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
38. If the Company, at the meeting at which a Director retires by rotation, does not fill the vacancy the retiring Director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Director is put to the meeting and lost.
39. No person other than a Director retiring by rotation shall be appointed or reappointed a Director at any general meeting unless -
- (a) he is recommended by the Directors; or
 - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a Member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of Directors together with notice executed by that person of his willingness to be appointed or reappointed.
40. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a Director retiring by rotation at the meeting) who is recommended by the Directors for appointment or reappointment as a Director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a Director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's register of Directors.

41. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director and may also determine the rotation in which any additional Directors are to retire.
42. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Directors who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
43. Subject as aforesaid, a Director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

44. The office of a Director shall be vacated if -

- (a) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) he is, or may be, suffering from mental disorder and either -
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers in respect of his property or affairs; or
- (d) he resigns his office by notice to the Company; or
- (e) he shall for more than six consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated; or
- (f) he ceases to be a Member of the Company.
- (g) in the case of a Director who was eligible for appointment pursuant to paragraph (b) of Article 31, he ceases to be a joint head lessee of the property whose joint head lessees nominated him pursuant to paragraph (b) of Article 31.

- (h) in the case of a Director who was eligible for appointment pursuant to paragraph (c) of Article 31, he ceases to be joint freehold owner of the property whose joint freehold owners nominated him pursuant to paragraph (c) of Article 31.

REMUNERATION OF DIRECTORS

- 45. The Directors may be paid such remuneration (if any) as the Company may by ordinary resolution determine.

DIRECTORS' EXPENSES

- 46. The Directors may be paid such expenses (if any) properly incurred by them in connection with the discharge of their duties as the Company may by ordinary resolution determine.

DIRECTOR'S INTERESTS

- 47. Subject to the provisions of the Act, and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office -
 - (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested; and
 - (b) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
- 48. For the purposes of Article 47 -
 - (a) a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and
 - (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

PROCEEDINGS OF DIRECTORS

- 49. Subject to the provisions of these Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.

50. The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be two.
51. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
52. The Directors may appoint one of their number to be the chairman of the Board of Directors and may at any time remove him from that office. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he is present. But if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairman of the meeting.
53. All acts done by a meeting of Directors, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
54. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors.
55. A Director may vote at a meeting of Directors or of a committee of Directors on any resolution concerning any matter and even though such matter may be one in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company provided that he shall have declared the nature of his interest in accordance with Section 317 of the Act.
56. If a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.

SECRETARY

57. Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration (if any) and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

MINUTES

58. The Directors shall cause minutes to be made in books kept for the purpose -
 - (a) of all appointments of officers made by the Directors; and

- (b) of all proceedings at meetings of the Company and of the Directors and of committees of Directors, including the names of the Directors present at each such meeting.

THE SEAL

59. The Directors may from time to time and at any time determine whether the Company shall or shall not have a Seal. Even if the Company shall have a seal the Directors shall be at liberty to sanction the execution by the Company of a Document by the affixing of the Company Seal or otherwise. Any Seal of the Company shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director.

ACCOUNTS

60. No Member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Directors or by ordinary resolution of the Company.

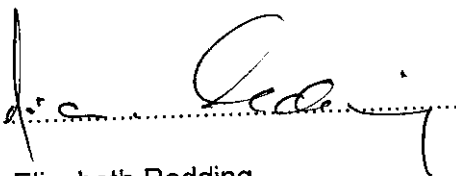
NOTICES

61. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing.
62. The Company may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address. In the case of joint head lessees or (as the case may be) joint freehold owners of a qualifying property registered as a Member, all notices shall be given to the joint head lessee or (as the case may be) joint freehold owner whose name stands first in the register of Members and notice so given shall be sufficient notice to all the fellow joint head lessees of that joint head lessee or (as the case may be) fellow joint freehold owners of that joint freehold owner. A Member or joint head lessee or (as the case may be) joint freehold owner whose name stands first in the register of Members whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such Member or joint head lessee or joint freehold owner shall be entitled to receive any notice from the Company.
63. A Member present, either in person or by proxy, or, being a corporation, by its representative at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
64. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY

65. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor (if any) of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

Name and Address of Subscribers



Diana Elizabeth Redding
"Rainbow House"
Oakridge Lane
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Winscombe
North Somerset
BS25 1LZ


For & on behalf of Reddings Company Secretary Limited

Reddings Company Secretary Limited
Applegarth
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Winscombe
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Dated 10th April 2007

Witness to the above signatures:



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