

FILE COPY



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

Company No. 6317088

The Registrar of Companies for England and Wales hereby certifies that
THE CHANTRIES MANAGEMENT COMPANY (STANMORE) 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 18th July 2007



N06317088K



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Declaration on application for registration

Company Name in full

THE CHANTRIES MANAGEMENT COMPANY (STANMORE) LIMITED

I, ROBERT SIMON BRAND

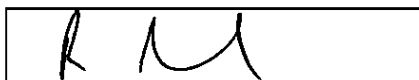
of 17 Bentinck Street, London W1U 2ES

† 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 22 Bentinck Street, London, W1U 2AB

Day Month Year

on 1 2 0 7 2 0 0 7

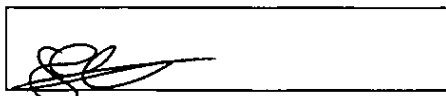
① Please print name

before me^①

STEVEN IAN MARCOVITCH

S.I. MARCOVITCH LLB
SOLICITOR
BENSON MAZURE & CO.
22 BENTINCK STREET
LONDON W1M 6AB

Signed



Date

12 / 7 / 2007

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

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 register.

Robert Brand & Co.

17 Bentinck Street, London W1U 2ES,

Tel 020 7935 2408

DX number 53801 DX exchange Oxford Circus North

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
or LP - 4 Edinburgh 2



A32 13/07/2007 653
COMPANIES HOUSE

FRIDAY

10/03

Please complete in typescript,
or in bold black capitals

CHFP041

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

Notes on completion appear on final page

Company Name in full

THE CHANTRIES MANAGEMENT COMPANY (STANMORE) LIMITED

Proposed Registered Office
(PO Box numbers only, are not acceptable)

c/o BLR PROPERTY MANAGEMENT LIMITED

HYDE HOUSE, THE HYDE,

Post town

LONDON

County / Region

Postcode NW9 6LH

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

ROBERT BRAND & CO

Address

17 BENTINCK STREET

Post town

County / Region

LONDON

Postcode W1U 2ES

Number of continuation sheets attached

0

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

Robert Brand & Co

17 Bentinck Street, London W1U 2ES,

Tel 020 7935 2408

DX number 53801

DX exchange Oxford Circus North



A32 13/07/2007 652
COMPANIES HOUSE
A02 28/06/2007 203
COMPANIES HOUSE

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

Company Secretary (see notes 1-5)

Company name THE CHANTRIES MANAGEMENT COMPANY (STANMORE) LIMITED

NAME *Style / Title

*Honours etc

*Voluntary details

Forename(s) PAGE REGISTRARS LIMITED

Surname

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 principle office address

Address ††

HYDE HOUSE

THE HYDE

Post town LONDON

County / Region

Postcode NW9 6LH

Country ENGLAND

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

Consent signature

Date 4/6/07

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

Forename(s) DEREK DAVID

Surname TAFFEL

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 principle office address

Address ††

2 THE CHANTRIES

UXBRIDGE ROAD

Post town STANMORE

County / Region MIDDLESEX

Postcode HA7 3LG

Country ENGLAND

Day Month Year

Date of birth

21/05/1932

Nationality BRITISH

Business occupation

RETIRED

Other directorships

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

Consent signature

Date 7 MAY 2007

Directors (continued) (see notes 1-5)

Please list directors in alphabetical order

*Voluntary details	NAME	*Style / Title	MR	*Honours etc		
	Forename(s)	FRANK				
	Surname	CASS				
	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 principle office address	<input type="checkbox"/>	Address †	7 THE CHANTRIES			
			UXBRIDGE ROAD			
		Post town	STANMORE			
		County / Region	MIDDLESEX	Postcode	HA7 3LG	
		Country	ENGLAND			
		Day	Month	Year		
Date of birth		11	07	1930	Nationality	BRITISH
Business occupation	PUBLISHER					
Other directorships	VALENTINE MITCHELL & CO LTD IRISH ACADEMIC PRESS LTD					
	GRINGSBOROUGH HOME PROPERTIES LTD ESSEX JEWELLERY LTD					
I consent to act as director of the company named on page 1						
Consent signature	X <i>Frank Cass</i> X				Date	31 May 2007

This section must be signed by

Either

an agent on behalf of all subscribers

Signed

Robert Clark

Date

31st May 2007

Or the subscribers

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

1205127719W
COMPANIES ACTS 1985- 1989
Company Limited by Guarantee
And Not Having a Share Capital

MEMORANDUM OF ASSOCIATION
of
THE CHANTRIES MANAGEMENT COMPANY
(STANMORE) LIMITED

13734

- 1 The name of the company is The Chantries Management Company (Stanmore) Limited
- 2 The registered office of the company will be situated in England or Wales.
- 3 The objects for which the company is established are:
 - 3 1 to manage and administer the freehold or leasehold property or properties known as The Chantries, Uxbridge Road, Stanmore, Middlesex HA7 3LG ('the Estate') and such other property as the company by special resolution may determine and any other land buildings and real property either on its own account or as trustee nominee or agent of any other company or person,
 - 3 2 to acquire and deal with and take options over any property real or personal including the Estate and any rights or privileges of any kind over or in respect of any property and to improve develop sell lease accept surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the company,
 - 3 3 to collect all rents charges and other income and to pay any rates taxes charges duties levies assessments or other outgoings charged assessed or imposed on or in respect of the Estate or any part of the Estate,
 - 3.4 to provide services of every description in relation to the Estate and to maintain repair renew redecorate repaint clean construct alter and add to the Estate and to arrange for the supply to the Estate of services and amenities and the maintenance of the same and the cultivation maintenance landscaping and planting of any land gardens and grounds comprised in the Estate and to enter into contracts with builders tenants contractors and others and to employ appropriate staff and managing or other agents;
 - 3 5 to insure the Estate or any other property of the company or in which it has an interest against damage or destruction and such other risks as may be considered necessary appropriate or desirable and to insure the company against public liability and any other risks that it may consider prudent or desirable to insure against;
 - 3 6 to establish and maintain capital reserves maintenance fund sinking fund in order to pay or contribute to the expenses incurred in the implementation of the objects of the company and to require the members of the company to contribute towards the same in such amounts and in such manner as may be determined by the company

TUESDAY THUR FRIDAY



A1D1ER71
A32 13/07/2007 651
COMPANIES HOUSE
AF1P5QS2
A02 28/06/2007 201
COMPANIES HOUSE
A1585QCN
A10 12/06/2007 678
COMPANIES HOUSE

invest and deal in and with such money not immediately required in such manner as may from time to time be determined;

- 3 7 to carry on any other trade or business that can in the opinion of the board of directors be advantageously carried on in connection with or ancillary to any of the businesses of the company,
- 3.8 to improve manage construct repair develop exchange let on lease or otherwise mortgage charge sell dispose of turn to account grant licences options rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the company,
- 3 9 to invest and deal with the moneys of the company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made,
- 3.10 to lend and advance money or give credit on any terms and with or without security to any person firm or company to enter into guarantees contracts of indemnity and suretyships of all kinds to receive money on deposit or loan upon any terms and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person firm or company,
- 3 11 to borrow and raise money in any manner and to secure the repayment of any money borrowed raised or owing by mortgage charge standard security lien or other security upon the whole or any part of the company's property or assets (whether present or future) charge standard security lien or security to secure and guarantee the performance by the company of any obligation or liability it may undertake or that may become binding on it;
- 3 12 to draw make accept endorse discount negotiate execute and issue cheques, bills of exchange, promissory notes, warrants, debentures and other negotiable or transferable instruments,
- 3 13 to enter into any arrangements with any government or authority (supreme, principal, local or otherwise) which may seem conducive to the attainment of the company's objects or any of them and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions that the company may think desirable and to carry out exercise and comply with any such charters, decrees, rights, privileges and concessions;
- 3 14 to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the company, or to contract with any person firm or company to pay the same and to pay commission to brokers and others for underwriting placing selling or guaranteeing the subscription of any shares or other securities of the company,
- 3 15 to distribute among the members of the company in kind any property of the company of whatever nature,
- 3.16 to do all such other things as may be deemed incidental or conducive to the attainment of the company's objects or any of them.

- 4 The liability of the members is limited
- 5 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 ceased 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 several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association

Names and Addresses of Subscriber

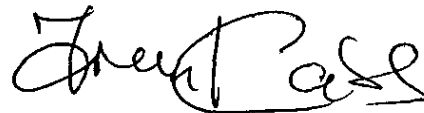
Signature of Subscriber

Derek David Taffel
2 The Chantries, Uxbridge Road,
Stanmore, Middlesex HA7 3LG



X

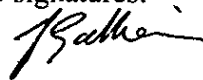
Frank Cass
7 The Chantries, Uxbridge Road,
Stanmore, Middlesex HA7 3LG



Dated 6th June 2007

Witness to the above signatures:

Signature



Name

JOHN GALLIERS

Address

HYDE HOUSE
THE HYDE
LONDON
NW9 6LH

Occupation

Property Manager.

COMPANIES ACTS 1985- 1989
Company Limited by Guarantee
And Not Having a Share Capital

ARTICLES OF ASSOCIATION
of
THE CHANTRIES MANAGEMENT COMPANY
(STANMORE) LIMITED

PRELIMINARY

- 1 Subject as hereinafter provided the Regulations incorporated in Table A set out in the schedule to The Companies (Tables A to F) Regulations 1985 shall apply to the Company.
2. Regulations 2 to 35 (inclusive), 38, 44, 46, 54, 55, 57, 59, 74, 83, 102 to 108 (inclusive), 109, 110, 112 to 114 (inclusive), 116 and 117 shall not apply to the Company but the Regulations hereinafter contained together with the remaining regulations of Table A shall, subject to the modifications hereinafter expressed, constitute the Regulations of the Company.

INTERPRETATION

- 3 In Regulation 1 of Table A, the definition of "the holder" shall be omitted and there shall be inserted before the words "office" and "secretary" the word "the" and between the words "regulations" and "the Act" the words "and in any regulations adopting in whole or in part the same"
4. Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in visible form

MEMBERS

5. All persons who become flat owners or lessees of a flat within the property known as The Chantries, Uxbridge Road, Stanmore, Middlesex HA7 3LG ("the Estate") under a lease for more than 21 years shall be members of the Company. A person shall cease to be a member forthwith upon his ceasing to be the owner or lessee of such a lease. Wherever two or more persons are joint flat owners or lessees they shall for all the purposes of these Articles be deemed to constitute one member

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 95% 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.

PROCEEDINGS AT GENERAL MEETINGS

- 7 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 being present in person or by proxy

and a demand by a person as proxy for a member shall be the same as a demand by the member

VOTES OF MEMBERS

- 8 On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote. In the case of joint members 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 the other joint members and seniority shall be determined by the order in which the names of the members stand in the register of the members.
- 9 The Subscribers to the Memorandum of Association shall be the first Directors of the Company

10. No person who is not a member of the Company shall be entitled to hold office as a Director and any Director who ceases to be a member of the Company shall forthwith cease to hold office as a Director Regulation 81 of Table A shall be modified accordingly.
11. No Director shall vacate office or be ineligible for reappointment as a Director nor shall any person be ineligible for appointment as a Director by reason only of his having attained any particular age

DIRECTORS EXPENSES

12. The Directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or separate meetings of the holders of debentures of the Company or otherwise in connections with the discharge of their duties.

DIRECTORS GRATUITIES AND PENSIONS

13. In Regulation 87 of Table A there shall be inserted between the words "the Directors" and "may" the words "on behalf of the Company"

PROCEEDINGS OF DIRECTORS

14. In paragraph (c) of Regulation 94 of Table A the word "debentures" shall be substituted for the words "shares, debentures and other securities" in both places where they occur.

MINUTES

15. 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.

NOTICES

16. The Company may give any notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his registered address or by leaving it at that address A member 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 shall be entitled to receive any notice from the Company.

17. A member present, either in person or by proxy, 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

DISSOLUTION

18. Clause 5 of the Memorandum of Association of the Company shall have effect as if the provisions thereof were repeated herein.

Names and Addresses of Subscriber

Signature of Subscriber

Derek David Taffel
2 The Chantries, Uxbridge Road,
Stanmore, Middlesex HA7 3LG



X

Frank Cass
7 The Chantries, Uxbridge Road,
Stanmore, Middlesex HA7 3LG



Dated 6th June 2007

Witness to the above signatures:

Signature



Name

STEWART CASS

Address

15 Augustus Close
Stanmore

Occupation

Middlesex HA7 4PT
Consultant