

THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Pursuant to section 15(2) of the Companies Act 1948 as amended by the Companies Act 1976

Company number

14816701

Please do not write in this binding margin

Please complete legibly, preferably in black type, or bold black lettering

* delete if inappropriate

† Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

‡ or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Name of Company

442 NEW ROAD

Limited*

STEPHEN RICHARD WHITE

of 1 POOLE ROAD

BOURNEMOUTH

DORSET

do solemnly and sincerely declare that I am† a solicitor of the Supreme Court engaged in the formation of 442 NEW ROAD

Limited*

and that all the requirements of the Companies Acts 1948 to 1976 in respect of matters precedent to the registration of the said company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at Bournemouth in the County of Dorset

the 23 day of January

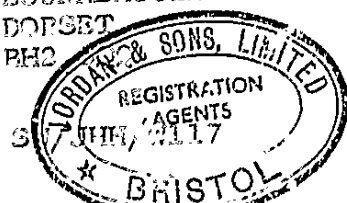
One thousand nine hundred and Eighty

before me

A Commissioner for Oaths‡

Presentor's name, address and reference (if any)

J M B EURNER & CO
1 POOLE ROAD
BOURNEMOUTH
DORSET
BH2



For official use
General section

Post room

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

442 NEW ROAD LIMITED

1. The name of the Company is "442 NEW ROAD LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (a) (i) To acquire any leasehold or freehold interests and to hold the name as an investment for the benefit of the members of the Company (hereinafter called "the dwellingholders").
 - (ii) To undertake the management, upkeep and administration of any land, buildings or other property, and to undertake the repair, decoration and maintenance thereof and of the estate, gardens and grounds adjacent thereto; and to collect rents and income, and to supply to lessees, residents, tenants, occupiers and others, heating, lighting, cleaning, gas, water, and electricity and other necessary services, refreshments, attendants, messengers, waiting rooms, reading rooms, meeting rooms, gardens, cricket grounds, tennis courts, bowling greens, lavatories, laundry conveniences, caravans, lifts, garages, and other advantages and amenities and to maintain the same and in connection therewith to engage and employ such servants, gardeners, and other persons; to pay the rates, taxes and all other outgoings in relation to any Company premises managed by the Company and to keep the same insured and pay all premiums payable in respect thereof.
- (b) To let on lease any flats comprised in the Estate.
- (c) To grant or acquire such easements rights privileges and profits and to enter into such deeds containing such covenants provisions and conditions as may be requisite to secure to the dwellingholders the full enjoyment of the flats comprised in the estate and to provide for the maintenance of the estate.
- (d) To construct alter and improve any apartments, flats, service suites, houses, buildings and garages and to enter into contracts with builders, tenants and others and to finance building operations and to consolidate, connect and subdivide properties.

(e) To execute and do all such other instruments acts and things as may be requisite for the purpose of ensuring the efficient management and administration of any property owned, administered or managed by the Company.

(f) To borrow or raise money upon such security and in such manner as the Company shall think fit.

(g) To carry on all or any businesses which may seem to the Company capable of being conveniently carried on in connection with or as ancillary to any of the above objects or which it may be advisable to undertake for the purposes thereof.

4. The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company 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 the members of the Company provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company in return for any services actually rendered to the Company nor prevent the payment of interest on money lent or reasonable and proper rent for the premises demised or let by any other member to the Company; but so that no member of the Council of Management (hereinafter called "the Council") shall be appointed to any salaried office of the Company or any office of the Company paid by fees and that no remuneration or other benefit in money or moneys worth shall be given by the Company to any member of such Council except repayment of out of pocket expenses and interest on money lent or reasonable and proper rent for premises demised or let to the Company.

5. The liability of the Members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is member or within one year afterwards for payment of the debts and liabilities of the Company contracted before he ceases to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of contributories among themselves such as may be required not exceeding £1.

7. No person shall be admitted to membership of the Company other than the subscribers hereto and the dwellingholders holding underhead leases derived immediately out of the freehold interest therein. Section 23 of the Companies Acts 1948 shall not apply to this paragraph.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

David William. Wilson
Leicester Road,
Ibstock. Leicestershire
Company Director.



Anthony Greenley
LEICESTER ROAD
IBSTOCK, LEICS.
Company Director.



Dated 27/12/77

Witness to the above Signatures:-

U. E. Wright Secretary.

The Craft Mill Lane Heather. Leicestershire

THE COMPANIES ACTS 1948 to 1976



COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

1481670/3.

ARTICLES OF ASSOCIATION OF

442 NEW ROAD LIMITED

1. In these Articles:

"the Act" means the Companies Act 1948;

"the seal" means the Common Seal of the Company;

"secretary" means any person appointed to perform the duties of the Secretary of the Company.

"the United Kingdom" means Great Britain and Northern Ireland.

"the Estate" shall have the meaning assigned to it under the Memorandum of Association but shall also include any other land or premises for the time being also owned or managed by the Company;

"dwelling" means a flat comprised in the Estate;

"the office" means the registered office of the Company;

"month" means calendar month;

"dwellingholder" means the person or persons who is the lessee of a dwelling comprised in the Estate and so that whenever two or more persons are for the time being joint dwellingholders of any one dwelling they shall for all the purposes of these articles be deemed to constitute one dwellingholder.

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 a visible form.

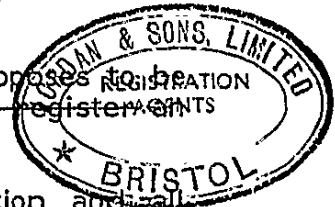
Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

2. The Company is established for the purposes expressed in the Memorandum of Association.

3. The provisions of Section 110 of the Act shall be observed by the Company and every member of the Company shall either sign a written consent to become a member or sign the Register of Members on becoming a member.

MEMBERSHIP

4. The number of members with which the Company proposes to be registered is fifty, but the Council may from time to time register an increase of members. 50.



5. The subscribers to the Memorandum of Association and all dwellingholders who apply in writing for membership shall be members of the Company.

6. As soon as the dwellingholders of all the dwellings comprised in the Estate have become members each of the subscribers to the Memorandum of Association who is not then a dwellingholder shall cease to be a member of the Company.

7. A member shall cease to be such only on ceasing to hold a legal estate in a flat in the block.

8. Without prejudice to the provisions of Article 7, a member shall not have the right to resign his membership of the Company.

9. If a member shall die or be adjudged bankrupt his legal personal representative or representatives or the Trustee in his bankruptcy shall be entitled to be registered as a member provided that the leasehold interest of the former member shall vest in him or them.

GENERAL MEETINGS

10. The Company shall hold a general meeting every year as its annual general meeting in addition to any other Meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that so long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Council shall appoint.

11. All general meetings other than annual general meetings shall be called extraordinary general meetings.

12. The Council may wherever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by section 132 of the Act. If at any time there are not within the United Kingdom sufficient members of the Council capable of acting to form a quorum, any member of the Council or any two members of the Company may convene an extraordinary meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

13. An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the articles of the Company, entitled to receive such notices from the Company.

Provided that a Meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed:-

(a) in the case of a meeting called as the annual general meeting by all the members entitled to attend and vote thereat; and

(b) in the case of any other meetings by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights at that meeting of all the members.

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

PROCEEDINGS AT GENERAL MEETINGS

15. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Council and auditors, the election of members of the Council in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.

16. No business shall be transacted at any general meeting unless a quorum of the members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in person or by proxy shall be a quorum.

17. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned in the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Council 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 members present shall be a quorum.

18. The chairman of the Company shall preside as chairman at every general meeting of the Company, or if there is no chairman for the time being, or if he shall not be present within 15 minutes

after the time appointed for the holding of the meeting or is unwilling to act, the members present shall elect some other member of the Council to be chairman of the meeting. If at any meeting no member of the Council is willing to act as chairman or if no member of the Council is present within 15 minutes after the time appointed for holding the meeting the members present shall choose one of their number to be chairman of the meeting.

19. The chairman may, with the consent of any 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment of the business to be transacted at an adjourned meeting.

20. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

- (a) by the chairman; or
- (b) by at least three members present in person or by proxy; or
- (c) by any member or members present in person or by proxy and representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

21. Except as provided in Article 23 if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.

22. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

23. 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 at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

24. Subject to the provision of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be valid as effective as if the same had been passed at a general meeting of the Company duly convened and held.

VOTES OF MEMBERS

25. Subject as hereinafter provided, every member present in person or by proxy shall have one vote but until all the dwellings have been sold the subscribers to the Memorandum of Association shall have twelve votes each in respect of every dwelling for the time being remaining unsold.

26. On a show of hands or on a poll, votes may be given either personally or by proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

27. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. A proxy need not be a member of the Company.

28. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of such death or revocation shall have been received by the Company at its registered office before the commencement of the meeting or an adjourned meeting at which the proxy is used.

THE COUNCIL OF MANAGEMENT

29. Until otherwise determined by the Company in general meeting, the number of the Council shall not be less than two.

30. The first members of the Council shall be the subscribers to the Memorandum of Association.

31. The Council may from time to time and at any time appoint any member of the Company as a member of the Council either to fill a casual vacancy or by way of addition to the Council. Any member so appointed shall retain his office only until the next annual general meeting and shall then be eligible for re-election.

32. No person who is not a member of the Company shall in any circumstances be eligible to hold office as a member of the Council.

BORROWING

33. The Council may exercise all the powers of the Company to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt liability or obligation of the Company.

POWERS AND DUTIES OF THE COUNCIL

34. The business of the Company shall be managed by the Council who may exercise all such powers of the Company as are not by the Act or by these Articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act or these articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.

35. The Council shall have power from time to time to appoint members of the Company to be chairman and vicechairman and determine their respective duties and the tenure of their offices.

36. The Council shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the Council.
- (b) of the names of the members of the Council present at each meeting of the Council and of any committee of the Council.
- (c) of all resolutions and proceedings at all meetings of the Company, and of the Council, and of committees of members of the Council.

37. The Council shall have power from time to time to adopt and make alter or revoke bye-laws for the regulation of the Company provided such bye-laws are not repugnant to the Memorandum or Articles of Association. Any resolution of the Council for the adoption, making, alteration or revocation of such bye-laws shall be subject to confirmation by special resolution of the Company at the next annual general meeting and, if it be not so confirmed, shall cease to have effect at the conclusion of that meeting. All such bye-laws for the time being in force shall be binding upon all members until the same shall cease to have effect as hereinbefore provided or shall be varied or satisfied by a special resolution of the Company. No member shall be absolved from such bye-laws by reason of his not having received a copy of the same, or of any alterations or additions thereto, or having otherwise no notice of them.

38. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that, in case the members of the Council shall at any time be or be reduced in number to less than the minimum prescribed by or in accordance with these Articles it shall be lawful for them to act as the Council for the purpose of filling up vacancies in their body, or summoning a general meeting but not for any other purpose.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

39. The office of the members of the Council shall be vacated:-

- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors;

- (b) If he becomes of unsound mind;
- (c) If he ceases to be a member of the Company;
- (d) If by notice in writing to the Company he resigns his office;
- (e) If he ceases to hold office by reason of any order made under Section 188 of the Act or under Section 28 of the Companies Act 1976;
- (f) If he is removed from office by a resolution passed pursuant to Section 194 of the Act.

ANNUAL ELECTION OF THE COUNCIL

40. At every annual general meeting one third of the members of the Council for the time being other than the chairman or, if the number of members of the Council other than the chairman is not three or any multiple of three the number nearest one-third shall retire from office, but shall be eligible for re-election. The members of the Council to retire shall be those who have been longest in office since their last appointment or election, but as between members of equal seniority those to retire shall (unless they otherwise agree between themselves) be determined by lot.

41. No person not being a retiring member of the Council shall be eligible for office on the Council at any general meeting unless, not less than three nor more than 21 days before the day appointed for the meeting, there shall have been given to the secretary notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person, of his willingness to be elected.

42. The Company may by extraordinary resolution remove any member of the Council before the expiration of his period of office and may by an ordinary resolution appoint another member in his stead.

PROCEEDINGS OF THE COUNCIL

43. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined two shall be a quorum. Questions arising at any 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.

44. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of Meeting.

45. The Chairman for the time being of the Company shall be the chairman of the Council and shall be entitled to preside at all Meetings of the Council at which he shall be present, but if there be no such chairman for the time being or if at any meeting the chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be chairman of the Meeting.

46. The Council may delegate any of their powers to committees, consisting of such person or persons (whether or not members of the Council or the Company) as the Council think fit but so that any committee consisting of less than three persons shall consist only of members of the Council and any other committee shall consist of members of the Council to the extent of at least two thirds of its number. Any committee so formed shall conform to any regulations imposed on it by the Council and shall be subject at all times to the control of the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.

47. All acts bona fide done by any meeting of the Council or of any committee set up by the Council or by any person acting as a member of the Council or of any committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council or of the committee.

48. A resolution in writing signed by all the members for the time being of the Council or of any committee set up by the Council who are duly entitled to receive notice of a meeting of the Council or such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or such committee respectively duly convened and constituted.

SECRETARY

49. Subject to Section 21(5) of the Companies Act, 1976 the secretary shall be appointed by the Council for such term and such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them. The Council may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the secretary if there be no secretary capable of acting.

THE SEAL

50. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Council or of a committee of the Council or of a committee of the Council authorised by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Council and

shall be countersigned by the secretary or by a second member of the Council or by some other person appointed by the Council for that purpose.

ACCOUNTS

51. The Council shall cause accounting records to be kept in accordance with section 12 of the Companies Act, 1976.

52. The accounting records shall be kept at the registered office of the Company or, subject to section 12(6) and (7) of the Companies Act, 1976, at such other place or places as the council think fit, and shall always be open to the inspection of the officers of the Company.

53. The books of account shall be open to the inspection of any member of the Company on reasonable notice.

54. At the annual general meeting in every year the Council shall lay before the Company an income and expenditure account for the period to the last preceding account (or in the case of the first accounts since the incorporation of the Company made up to a date not more than four months before such meeting) together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Council and the auditors and copies of such account, balance sheet and reports and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 clear days before the date of the meeting be sent to the auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served. The auditor's report shall be open to inspection and be read before the Meeting as required by Section 14 of the Companies Act 1967, and Sections 1, 6 and 7 of the Companies Act 1976.

AUDIT

55. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

56. Auditors shall be appointed and their duties regulated in accordance with Section 161 of the Act, Section 14 of the Companies Act 1967 and Sections 13 to 18 of the Companies Act 1976.

NOTICES

57. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, in the United Kingdom supplied by him to the Company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the

same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

58. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

(a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them.

(b) every person being a legal personal representative or a

Names, addresses and descriptions of Subscribers

David William Wilson

Leicester Road,

Ibstock. Leicestershire

Company Director.

Anthony James Leig

LEICESTER ROAD

IBSTOCK, LEICS.

Company Director.

Dated 27/12/79

Witness to the above Signatures:-

A.E. Wright. Secretary

The Croft, Mill Lane Heather. Leicestershire



Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Form No. 1

1

Please complete
legibly, preferably
in black type, or
bold black lettering

Company number

1481670/4

Name of Company

442 NEW ROAD

Limited*

* delete if
inappropriate

The intended situation of the registered office of the company
on incorporation is as stated below

1 POOLE ROAD, BOURNEMOUTH, DORSET

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

X

JORDAN & SONS LTD.

15 PEMBROKE ROAD,

BRISTOL. BS99 7DX.

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

Presentor's
reference (if any):

SW/JHH/CLI/W.117



For official use
General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Important

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	DAVID WILLIAM WILSON	Business occupation
		COMPANY DIRECTOR
Former name(s) (note 3)	-	Nationality
Address (note 4)	CHITTERMAN HOUSE, ULVERS CROFT, LEICESTER	BRITISH
		Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)		
A.H. WILSON & SON (CONTRACTORS) LIMITED		
" Homes (Leicester) Ltd.		
WILLIAM WILSON & SON LTD		
BOWDEN PARK HOLDINGS LTD		
I hereby consent to act as director of the company named on page 1		
Signature		Date 9/10/ 1978

Name (note 2)	ANTHONY GREASLEY	Business occupation
		COMPANY DIRECTOR
Former name(s) (note 3)	-	Nationality
Address (note 4)	LEICESTER ROAD, IBSOCK, LEICESTER	BRITISH
		Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)		
A.H. WILSON & SON (CONTRACTORS) LIMITED		
" Homes (Leicester) Ltd.		
William Greasley & Son Ltd.		
I hereby consent to act as director of the company named on page 1		
Signature		Date 9/10/ 1978

Name (note 2)		Business occupation
Former name(s) (note 3)		Nationality
Address (note 4)		
		Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)		
I hereby consent to act as director of the company named on page 1		
Signature		Date

Please do not
write in this
binding margin

Important

The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	JACQUELINE HELEN HOWLETT
Former name(s) (note 3)	-
Address (notes 4 & 7)	1 POOLE ROAD, BOURNEMOUTH, DORSET.
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>Jacqueline Howlett</i> Date 9/10/ 1978

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

* as required by
section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

Signature *[Signature]* [Subscriber] ~~[Agent]~~† Date 9/10/ 1978

Signature *A. [Signature]* [Subscriber] ~~[Agent]~~† Date 9/10/ 1978

† delete as
appropriate



COPY

CERTIFICATE OF INCORPORATION

No. 1481670

I hereby certify that

442 NEW ROAD LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the
Company is Limited.

Given under my hand at Cardiff the 27TH FEBRUARY 1980

A handwritten signature in dark ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 TO 1976

SPECIAL RESOLUTION

142 NEW ROAD LIMITED

COMPANY NUMBER 1481670 / 7

At a Meeting of the Members of the Company held at 1 Poole Road
Bournemouth Dorset on the 25th day of November 1980
IT WAS RESOLVED that the Memorandum of Association of the Company
be modified by cancelling Clause 7 thereof and inserting instead
the following clause namely:

"No person shall be admitted to Membership of the Company other
than the subscribers hereto and the dwellingholders holding
Underleases derived out of a Head Lease the benefit of which is
vested in the Company and which Head Lease is derived immediately out
of the freehold interest. Section 23 of the Companies Act 1948 shall
not apply to this paragraph"

The Board of Directors was authorised to file the appropriate
Special Resolution

.....*A. Green*.....
DIRECTOR



G. NO. 1481670

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

442 NEW ROAD LIMITED

1. The name of the Company is "442 NEW ROAD LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-

(a) (i) To acquire any leasehold or freehold interests and to hold the name as an investment for the benefit of the members of the Company (hereinafter called "the dwellingholders").

(ii) To undertake the management, upkeep and administration of any land, buildings or other property, and to undertake the repair, decoration and maintenance thereof and of the estate, gardens and grounds adjacent thereto; and to collect rents and income, and to supply to lessees, residents, tenants, occupiers and others, heating, lighting, cleaning, gas, water, and electricity and other necessary services, refreshments, attendants, messengers, waiting rooms, reading rooms, meeting rooms, gardens, cricket grounds, tennis courts, bowling greens, lavatories, laundry conveniences, caravans, lifts, garages, and other advantages and amenities and to maintain the same and in connection therewith to engage and employ such servants, gardeners, and other persons; to pay the rates, taxes and all other outgoings in relation to any Company premises managed by the Company and to keep the same insured and pay all premiums payable in respect thereof.

(b) To let on lease any flats comprised in the Estate.

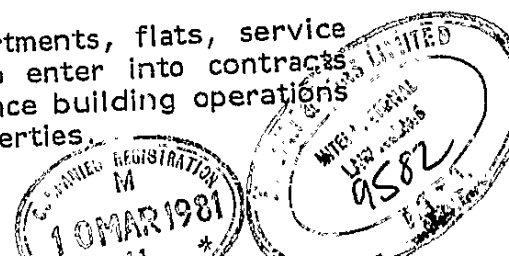
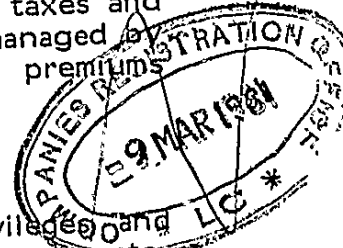
(c) To grant or acquire such easements, rights, privileges and profits and to enter into such deeds containing such covenants, provisions and conditions as may be requisite to secure to the dwellingholders the full enjoyment of the flats comprised in the Estate and to provide for the maintenance of the Estate.

(d) To construct, alter and improve any apartments, flats, service suites, houses, buildings and garages and to enter into contracts with builders, tenants and others and to finance building operations and to consolidate, connect and subdivide properties.

REGISTERED
WITHIN THE
LIMITS OF THE
COMPANIES ACTS
1948 TO 1976
AND
THE COMPANIES
ACT 1976
COMPANIES ACT 1976

DATED

pp. JONLAN & SONS LIMITED



(e) To execute and do all such other instruments acts and things as may be requisite for the purpose of ensuring the efficient management and administration of any property owned, administered or managed by the Company.

(f) To borrow or raise money upon such security and in such manner as the Company shall think fit.

(g) To carry on all or any businesses which may seem to the Company capable of being conveniently carried on in connection with or as ancillary to any of the above objects or which it may be advisable to undertake for the purposes thereof.

4. The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company 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 the members of the Company provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company in return for any services actually rendered to the Company nor prevent the payment of interest on money lent or reasonable and proper rent for the premises demised or let by any other member to the Company; but so that no member of the Council of Management (hereinafter called "the Council") shall be appointed to any salaried office of the Company or any office of the Company paid by fees and that no remuneration or other benefit in money or moneys worth shall be given by the Company to any member of such Council except repayment of out of pocket expenses and interest on money lent or reasonable and proper rent for premises demised or let to the Company.

5. The liability of the Members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards for payment of the debts and liabilities of the Company contracted before he ceases to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of contributories among themselves such as may be required not exceeding £1.

7. No person shall be admitted to Membership of the Company other than the subscribers hereto and the dwellingholders holding Underleases derived out of a Head Lease the benefit of which is vested in the Company and which Head Lease is derived immediately out of the freehold interest. Section 23 of the Companies Act 1948 shall not apply to this paragraph.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

David William Wilson,
Leicester Road,
Ibstock,
Leicestershire.

Company Director.

Anthony Greasley,
Leicester Road,
Ibstock,
Leicestershire.

Company Director.

Dated this 27th day of December, 1979.

Witness to the above Signatures:- A.E. Wright,
Secretary,
The Croft Mill Lane,
Heather,
Leicestershire.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

442 NEW ROAD LIMITED

1. In these Articles:

"the Act" means the Companies Act 1948;

"the seal" means the Common Seal of the Company;

"secretary" means any person appointed to perform the duties of the Secretary of the Company;

"the United Kingdom" means Great Britain and Northern Ireland;

"the Estate" shall have the meaning assigned to it under the Memorandum of Association but shall also include any other land or premises for the time being also owned or managed by the Company;

"dwelling" means a flat comprised in the Estate;

"the office" means the registered office of the Company;

"month" means calendar month;

"dwellingholder" means the person or persons who is the lessee of a dwelling comprised in the Estate and so that whenever two or more persons are for the time being joint dwellingholders of any one dwelling they shall for all the purposes of these Articles be deemed to constitute one dwellingholder.

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 a visible form.

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

2. The Company is established for the purposes expressed in the Memorandum of Association.

3. The provisions of Section 110 of the Act shall be observed by the Company and every member of the Company shall either sign a written consent to become a member or sign the Register of Members on becoming a member.

MEMBERSHIP

4. The number of members with which the Company proposes to be registered is fifty but the Council may from time to time register an increase of members.

5. The subscribers to the Memorandum of Association and all dwellingholders who apply in writing for membership shall be members of the Company.

6. As soon as the dwellingholders of all the dwellings comprised in the Estate have become members each of the subscribers to the Memorandum of Association who is not then a dwellingholder shall cease to be a member of the Company.

7. A member shall cease to be such only on ceasing to hold a legal estate in a flat in the block.

8. Without prejudice to the provisions of Article 7, a member shall not have the right to resign his membership of the Company.

9. If a member shall die or be adjudged bankrupt his legal personal representative or representatives or the Trustee in his bankruptcy shall be entitled to be registered as a member provided that the leasehold interest of the former member shall vest in him or them.

GENERAL MEETINGS

10. The Company shall hold a general meeting every year as its annual general meeting in addition to any other Meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that so long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Council shall appoint.

11. All general meetings other than annual general meetings shall be called extraordinary general meetings.

12. The Council may whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by section 132 of the Act. If at any time there are not within the United Kingdom sufficient members of the Council capable of acting to form a quorum, any member of the Council or any two members of the Company may convene an extraordinary meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

13. An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the articles of the Company, entitled to receive such notices from the Company.

Provided that a Meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed:-

(a) in the case of a meeting called as the annual general meeting by all the members entitled to attend and vote thereat; and

(b) in the case of any other meetings by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights at that meeting of all the members.

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

PROCEEDINGS AT GENERAL MEETINGS

15. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Council and auditors, the election of members of the Council in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.

16. No business shall be transacted at any general meeting unless a quorum of the members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in person or by proxy shall be a quorum.

17. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned in the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Council 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 members present shall be a quorum.

18. The chairman of the Company shall preside as chairman at every general meeting of the Company, or if there is no chairman for the time being, or if he shall not be present within 15 minutes

after the time appointed for the holding of the meeting or is unwilling to act, the members present shall elect some other member of the Council to be chairman of the meeting. If at any meeting no member of the Council is willing to act as chairman or if no member of the Council is present within 15 minutes after the time appointed for holding the meeting the members present shall choose one of their number to be chairman of the meeting.

19. The chairman may, with the consent of any 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment of the business to be transacted at an adjourned meeting.

20. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

(a) by the chairman; or

(b) by at least three members present in person or by proxy; or

(c) by any member or members present in person or by proxy and representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

21. Except as provided in Article 23 if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.

22. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

23. 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 at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

24. Subject to the provision of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be valid as effective as if the same had been passed at a general meeting of the Company duly convened and held.

VOTES OF MEMBERS

25. Subject as hereinafter provided, every member present in person or by proxy shall have one vote but until all the dwellings have been sold the subscribers to the Memorandum of Association shall have twelve votes each in respect of every dwelling for the time being remaining unsold.

26. On a show of hands or on a poll, votes may be given either personally or by proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

27. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. A proxy need not be a member of the Company.

28. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of such death or revocation shall have been received by the Company at its registered office before the commencement of the meeting or an adjourned meeting at which the proxy is used.

THE COUNCIL OF MANAGEMENT

29. Until otherwise determined by the Company in general meeting, the number of the Council shall not be less than two.

30. The first members of the Council shall be the subscribers to the Memorandum of Association.

31. The Council may from time to time and at any time appoint any member of the Company as a member of the Council either to fill a casual vacancy or by way of addition to the Council. Any member so appointed shall retain his office only until the next annual general meeting and shall then be eligible for re-election.

32. No person who is not a member of the Company shall in any circumstances be eligible to hold office as a member of the Council.

BORROWING

33. The Council may exercise all the powers of the Company to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt liability or obligation of the Company.

POWERS AND DUTIES OF THE COUNCIL

34. The business of the Company shall be managed by the Council who may exercise all such powers of the Company as are not by the Act or by these Articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act or these articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.

35. The Council shall have power from time to time to appoint members of the Company to be chairman and vicechairman and determine their respective duties and the tenure of their offices.

36. The Council shall cause minutes to be made in books provided for the purpose:-

(a) of all appointments of officers made by the Council.

(b) of the names of the members of the Council present at each meeting of the Council and of any committee of the Council.

(c) of all resolutions and proceedings at all meetings of the Company, and of the Council, and of committees of members of the Council.

37. The Council shall have power from time to time to adopt and make alter or revoke bye-laws for the regulation of the Company provided such bye-laws are not repugnant to the Memorandum or Articles of Association. Any resolution of the Council for the adoption, making, alteration or revocation of such bye-laws shall be subject to confirmation by special resolution of the Company at the next annual general meeting and, if it be not so confirmed shall cease to have effect at the conclusion of that meeting. All such bye-laws for the time being in force shall be binding upon all members until the same shall cease to have effect as hereinbefore provided or shall be varied or satisfied by a special resolution of the Company. No member shall be absolved from such bye-laws by reason of his not having received a copy of the same, or of any alterations or additions thereto, or having otherwise no notice of them.

38. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that, in case the members of the Council shall at any time be or be reduced in number to less than the minimum prescribed by or in accordance with these Articles it shall be lawful for them to act as the Council for the purpose of filling up vacancies in their body, or summoning a general meeting but not for any other purpose.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

39. The office of the members of the Council shall be vacated:-

(a) If a receiving order is made against him or he makes any arrangement or composition with his creditors;

- (b) If he becomes of unsound mind;
- (c) If he ceases to be a member of the Company;
- (d) If by notice in writing to the Company he resigns his office;
- (e) If he ceases to hold office by reason of any order made under Section 188 of the Act or under Section 28 of the Companies Act 1976;
- (f) If he is removed from office by a resolution passed pursuant to Section 194 of the Act.

ANNUAL ELECTION OF THE COUNCIL

40. At every annual general meeting one third of the members of the Council for the time being other than the chairman or, if the number of members of the Council other than the chairman is not three or any multiple of three the number nearest one-third shall retire from office, but shall be eligible for re-election. The members of the Council to retire shall be those who have been longest in office since their last appointment or election, but as between members of equal seniority those to retire shall (unless they otherwise agree between themselves) be determined by lot.

41. No person not being a retiring member of the Council shall be eligible for office on the Council at any general meeting unless, not less than three nor more than 21 days before the day appointed for the meeting, there shall have been given to the secretary notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person, of his willingness to be elected.

42. The Company may by extraordinary resolution remove any member of the Council before the expiration of his period of office and may by an ordinary resolution appoint another member in his stead.

PROCEEDINGS OF THE COUNCIL

43. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined two shall be a quorum. Questions arising at any 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.

44. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of Meeting.

45. The Chairman for the time being of the Company shall be the chairman of the Council and shall be entitled to preside at all Meetings of the Council at which he shall be present, but if there be no such chairman for the time being or if at any meeting the chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be chairman of the Meeting.

46. The Council may delegate any of their powers to committees consisting of such person or persons (whether or not members of the Council or the Company) as the Council think fit but so that any committee consisting of less than three persons shall consist only of members of the Council and any other committee shall consist of members of the Council to the extent of at least two thirds of its number. Any committee so formed shall conform to any regulations imposed on it by the Council and shall be subject at all times to the control of the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.

47. All acts bona fide done by any meeting of the Council or of any committee set up by the Council or by any person acting as a member of the Council or of any committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council or of the committee.

48. A resolution in writing signed by all the members for the time being of the Council or of any committee set up by the Council who are duly entitled to receive notice of a meeting of the Council or such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or such committee respectively duly convened and constituted.

SECRETARY

49. Subject to Section 21(5) of the Companies Act, 1976 the secretary shall be appointed by the Council for such term and such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them. The Council may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the secretary if there be no secretary capable of acting.

THE SEAL

50. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Council or of a committee of the Council or of a committee of the Council authorised by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Council and

shall be countersigned by the secretary or by a second member of the Council or by some other person appointed by the Council for that purpose.

ACCOUNTS

51. The Council shall cause accounting records to be kept in accordance with section 12 of the Companies Act, 1976.

52. The accounting records shall be kept at the registered office of the Company or, subject to section 12(6) and (7) of the Companies Act, 1976, at such other place or places as the council think fit, and shall always be open to the inspection of the officers of the Company.

53. The books of account shall be open to the inspection of any member of the Company on reasonable notice.

54. At the annual general meeting in every year the Council shall lay before the Company an income and expenditure account for the period to the last preceding account (or in the case of the first accounts since the incorporation of the Company made up to a date not more than four months before such meeting) together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Council and the auditors and copies of such account, balance sheet and reports and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 clear days before the date of the meeting be sent to the auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served. The auditor's report shall be open to inspection and be read before the Meeting as required by Section 14 of the Companies Act 1967, and Sections 1, 6 and 7 of the Companies Act 1976.

AUDIT

55. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

56. Auditors shall be appointed and their duties regulated in accordance with Section 161 of the Act, Section 14 of the Companies Act 1967 and Sections 13 to 18 of the Companies Act 1976.

NOTICES

57. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, in the United Kingdom supplied by him to the Company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the

same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

58. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

(a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them.

(b) every person being a legal personal representative or a Trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the Meeting; and

(c) the auditor for the time being of the Company.

No other person shall be entitled to receive notice of general meetings.

PRIVATE COMPANY

59. The Company is a private Company and accordingly:-

(a) the number of members for the time being of the Company is not to exceed fifty;

(b) the Company shall not offer any of its shares (if and so long as the Company shall have any share capital) or any of its debentures to the public for subscription;

(c) if and so long as the Company shall at any time have any share capital the Council may, in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share in the Company.

Names, addresses and descriptions of Subscribers

David William Wilson,
Leicester Road,
Ibstock,
Leicestershire.

Company Director.

Anthony Greasley,
Leicester Road,
Ibstock,
Leicestershire.

Company Director.

Dated this 27th day of December, 1979.

Witness to the above Signatures:- A.E. Wright,
Secretary,
The Croft Mill Lane,
Heather,
Leicestershire.