

FILE COPY



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

Company No. 5260576

The Registrar of Companies for England and Wales hereby certifies that
SANDENA SQUARE 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 15th October 2004



N05260576I



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



12

Declaration on application for registration

Please complete in typescript, or in bold black capitals.

CHWP000

5200576

Company Name in full

SANDENA SQUARE MANAGEMENT COMPANY LIMITED

I, DANIEL JAMES DWYER

of 2 CLOVERS END, BRIGHTON, EAST SUSSEX, BN1 8PJ.

† 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

[Handwritten signature]

Declared at Downe House, 303 High St. Orpington, Kent, BR6 0NJ.

On Day Month Year 08 10 2004

Ⓛ Please print name.

before me Ⓛ CAROL SNAZELL

Signed

[Handwritten signature: C Snazell]

Date

8.10.04

† 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 record.

D & D LAW AGENCY SERVICES LIMITED
Tel 01689 898952
DX number 31638 DX exchange ORPINGTON



A08 COMPANIES HOUSE Form revised 10/03 0724 14/10/04

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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 DX 235 Edinburgh or LP - 4 Edinburgh 2

10



Companies House
for the record

10

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

SANDENA SQUARE MANAGEMENT
COMPANY LIMITED

Proposed Registered Office

312B HIGH STREET

(PO Box numbers only, are not acceptable)

Post town

ORPINGTON

County / Region

KENT

Postcode

BR6 0NG

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.

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.

D & D LAW AGENCY SERVICES LTD

Tel 01689 898952

DX number 31638 DX exchange ORPINGTON



AD8 *AAHLLZCI* 0723
COMPANIES HOUSE 14/10/04

When you have completed and signed the form please send it to the Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh

Company Secretary (see notes 1-5)

SANDENA SQUARE

Company name

MANAGEMENT COMPANY LIMITED

NAME *Style / Title

MR

*Honours etc

* Voluntary details

Forename(s)

DANIEL JOHN

Surname

DWYER

Previous forename(s)

Previous surname(s)

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

Address ††

6 BRIMSTONE CLOSE

CHELSEFIELD PARK

Post town

CHELSEFIELD

County / Region

KENT

Postcode

BR6 7ST

Country

GREAT BRITAIN

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

Consent signature

[Signature]

Date

8.10.04.

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

Forename(s)

DANIEL JAMES

Surname

DWYER

Previous forename(s)

Previous surname(s)

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

Address ††

2 CLOVERS END

PATCHAM

Post town

BRIGHTON

County / Region

EAST SUSSEX

Postcode

BN1 8PJ

Country

GREAT BRITAIN

Day Month Year

Date of birth

2 | 1 | 0 | 5 | 1 | 9 | 7 | 5

Nationality

BRITISH

Business occupation

COMPANY REGISTRATION AGENT

Other directorships

D & D LAW AGENCY SERVICES LTD

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

Consent signature

[Signature]

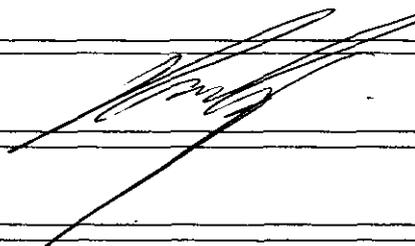
Date

8.10.04.

Directors (see notes 1-5)

Please list directors in alphabetical order

	NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>
* Voluntary details		Forename(s)	<input type="text"/>		
		Surname	<input type="text"/>		
		Previous forename(s)	<input type="text"/>		
		Previous surname(s)	<input type="text"/>		
	Address ^{††}		<input type="text"/>		
	<input type="checkbox"/>		<input type="text"/>		
		Post town	<input type="text"/>		
		County / Region	<input type="text"/>	Postcode	<input type="text"/>
		Country	<input type="text"/>		
	Date of birth	Day	Month	Year	Nationality
		<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Business occupation	<input type="text"/>			
	Other directorships	<input type="text"/>			
		<input type="text"/>			
		I consent to act as director of the company named on page 1			
	Consent signature	<input type="text"/>	Date	<input type="text"/>	

<p>This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).</p>	Signed	<input type="text"/>	Date	<input type="text"/>
	Signed		Date	8.10.04
	Signed	<input type="text"/>	Date	<input type="text"/>
	Signed	<input type="text"/>	Date	<input type="text"/>
	Signed	<input type="text"/>	Date	<input type="text"/>
	Signed	<input type="text"/>	Date	<input type="text"/>
	Signed	<input type="text"/>	Date	<input type="text"/>



C847029532/90

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-OF-



SANDENA SQUARE MANAGEMENT COMPANY LIMITED

1. The Company's name is "SANDENA SQUARE MANAGEMENT COMPANY LIMITED".
2. The Company's Registered Office is to be situate in England and Wales.
3. (a) The Company's objects are to acquire the freehold of the estate road and common areas of the development known as Sandena Square (hereinafter referred to as "the property") and to hold the same as an investment for the benefit of the Freeholders of the Houses comprised therein.
- (b) To manage the property aforesaid including the maintenance and repair of the estate road and common areas including the electric gates and lights and to supply to the freeholders the services undertaken by the Freeholder under the Freeholds of the Houses comprised in the property aforesaid and generally to discharge the duties of the freeholder of the property aforesaid from time to time.
- (c) To do all such other things as are incidental to or conducive to the attainment of the above objects or any of them or as are calculated to enhance the value and beneficial advantage of the property aforesaid.
4. The liability of the members is limited.
5. No person shall be admitted to membership of the Company other than the subscribers hereto and the Freeholders from time to time of the Houses comprised in the property aforesaid holding under Head Freeholds derived immediately out of the freehold interest therein. Section 17 of the Companies Act, 1985 shall not apply to this paragraph.
6. The Company's share capital is £9 divided into 9 Ordinary Shares of £1 each. The Shares in the original or any increased capital may be divided into several classes and there may be attached to any such class any preferential deferred or other special rights privileges conditions or restrictions as to dividend capital voting or otherwise.

I, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and I agree to take the number of shares shown opposite my respective name.

NAME AND ADDRESS OF
SUBSCRIBER

NUMBER OF SHARES TAKEN
BY THE SUBSCRIBER

DANIEL JAMES DWYER
2 Clovers End
Patcham
Brighton, East Sussex,
BN1 8PJ

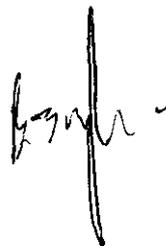
ONE



TOTAL SHARES TAKEN - ONE

Dated the 8th day of October 2004.
WITNESS to the above Signature

BETTY JUNE DOYLE
Flat 11, Homecoppice
1 Park Avenue
Bromley
Kent
BR1 4EF



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-OF-

SANDENA SQUARE MANAGEMENT COMPANY LIMITED

PRELIMINARY

1. The Company shall be a Private Company within the meaning of the Companies Act, 1985 and the Regulations contained in Table "A" in the Schedule to the Companies (Table A to F) Regulations 1985 (hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby.
2. (a) The Clauses of Table A numbered 2, 3, 24, 32, 73 to 80 inclusive, 87, 89, 102 and 108 inclusive and 110 shall not apply and in lieu thereof and in addition to the remaining Clauses of Table A the following shall be the regulations of the Company.
 - (b) In Regulation 4 of Table A the word "provisions" shall be substituted for the word "provision".
 - (c) Regulation 41 of Table A shall apply to this Company as if the word "to" had been inserted between the words "or" and "such".
 - (d) Regulation 115 of Table A shall apply to this Company with the exclusion of the words "unless the contrary is proved".

SHARES

3. The Share Capital of the Company is £9 divided into 9 Ordinary Shares of £1 each.
4. The lien conferred by Clause 8 of Table A shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.
5. The only persons eligible to be members of the Company shall be the subscribers to these Articles and the Freeholders of Houses contained in the property known as Sandena Square (hereinafter called "the Building") or

their Personal Representatives and their Successors in Title. Save as aforesaid no shares may be allotted or issued except with the previous sanction of a Special Resolution of the Company in General Meeting.

6. Shares shall be transferred and may only be transferred upon or immediately before a change in the ownership of the House in respect of which they are held and to the person becoming or about to become upon such change the owner of the House.
7. The price to be paid on the transfer of shares shall in default of agreement between the Transferor and the Transferee be the nominal value of such shares.
8. If the holder of a share refuses or neglects to transfer it in accordance with these Articles the Chairman for the time being of the Directors or, failing him, one of the Directors duly nominated by resolution of the Board for that purpose, shall forthwith be deemed to be the duly appointed Attorney of that holder with full power in his name and on his behalf to execute complete and deliver a transfer of the share to the person to whom it should be transferred thereunder and the Company may receive and give a good discharge for the purchase money and enter the name of the Transferee in the Register of Members as the holder by transfer of that share.
9. If more than one person is jointly the owner of a House those persons shall jointly hold the corresponding share in the Company but shall have only one vote in right of such share whether as members or Directors which shall be cast by the Holder whose name first appears in the Register of Members.
10. Upon the death or bankruptcy of a member unless his Personal Representatives or Trustee in Bankruptcy shall within 90 days from such event execute a valid transfer or request for registration of the member's share to a permitted holder of the share including if applicable themselves, the Directors shall be empowered to authorise one of their number to execute a transfer to a permitted holder of the said share on behalf of those entitled to the same.
11. In the event of a permitted holder ceasing to be an owner of a House contained in the Building (a) he shall not be entitled to exercise any of the powers of a member of the Company (b) he shall cease to be a Director of the Company and (c) in default of his executing a transfer of his share within one month after such event the Directors may authorise some person to transfer the share to any other person qualified to be the permitted holder thereof.

SECRETARY

12. The first Secretary of the Company shall be the person named as the first Secretary of the Company in the statement delivered under Section 10 of the Companies Act, 1985.

DIRECTORS

13. The number of Directors shall not be less than one nor more than eight. The first Director or Directors of the Company shall be the person or persons named as the First Director or Directors of the Company in the statement delivered under Section 10 of the Companies Act, 1985. The qualification for a Director shall be the holding of one share in the Company. The Office of a Director shall be vacated if he shall cease to hold his share qualifications.
14. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.
15. The provisions of Table A as to appointment rotation and removal of Director shall not apply. All the members of the Company for the time being shall be eligible to be its Directors provided that a member being a body corporate shall not be a Director but shall appoint a natural person to be a Director and provided also that any one of any two or more joint holders of a share shall be entitled to hold office at any one time and in the case of such holders the first person named in the Register of Members of the Company shall be the Director.
16. Provided that any Director declares his interest in a contract or arrangement or a fresh contract or arrangement or a fresh contract or arrangement of the Company in manner provided by Section 317 of the Companies Act, 1985 such Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement where he has previously disclosed his interest to the Company or in respect of his appointment to any office or place of the relevant Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting of which any such matter is considered. Regulation 94 of Table A shall not apply to this Company.
17. The quorum necessary for the transaction of the business of the Directors shall be one.

BORROWING POWERS OF DIRECTORS

18. The Directors may exercise all the powers of the Company to borrow money whether in excess of the nominal amount of the Share Capital of the Company for the time being issued or not and to mortgage or charge its undertaking and property and uncalled capital 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 or of any third party.

ALTERNATE DIRECTOR

19. A Director may by writing appoint any person to be an alternate Director in his place. The person so appointed shall (a) not be required to hold any qualification share (b) shall be entitled to receive notices of and to attend and vote at Meetings of the Board (c) shall vacate his office when the appointor resolves his appointment or the appointor himself ceases for any reason to hold office as a Director. An appointment of an alternate Director under this Clause shall not prejudice the right of the appointor to receive notices of and to attend and vote at meetings of the Board and the power of the alternate Director shall automatically be suspended during such time as the Director appointing him is himself present in person at a Meeting of the Board. Regulations 65 and 66 of Table A shall not apply to this Company.

AUDITORS

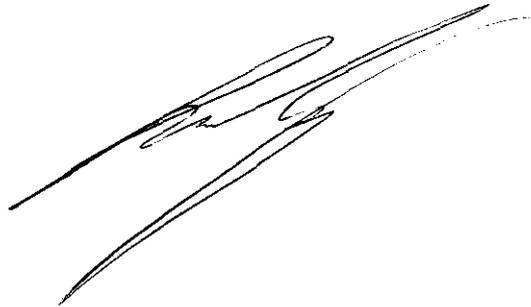
20. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

21. The persons mentioned in Clause 116 of Table A (being the persons on whom the ownership of a share devolves as personal representatives or trustee in bankruptcy of a member) shall not, unless and until they become members of the Company, be entitled to receive notices of meetings of the Company.

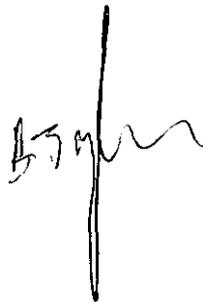
NAME AND ADDRESS OF SUBSCRIBER

DANIEL JAMES DWYER
2 Clovers End
Patcham
Brighton, East Sussex
BN1 8PJ

A handwritten signature in black ink, appearing to read 'Dwyer', written in a cursive style.

DATED the 8th day of October 2004.
WITNESS to the above Signature

BETTY JUNE DOYLE
Flat 11, Homecoppice
1 Park Avenue
Bromley
Kent
BR1 4EF

A handwritten signature in black ink, appearing to read 'B Doyle', written in a cursive style.