

Certificate No. 927527

Form No. 41.

"THE COMPANIES ACT, 1948."**Declaration of Compliance**

with the requirements of the Companies Act, 1948, made pursuant to S. 15 (2) of the said Act, on behalf of a Company proposed to be registered as GRANGE ROAD
MANAGEMENT COMPANY LIMITED.

I MICHAEL JOHN CHRISTIE
 of Equity House 42 Central Square High Road
Wembley in the County of Middlesex

Do solemnly and sincerely declare that I am "a Solicitor of the
Supreme Court engaged in the formation

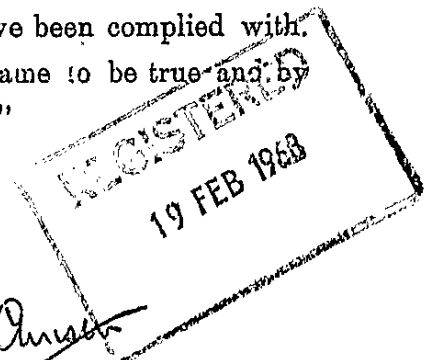
of GRANGE ROAD MANAGEMENT COMPANY
 Limited,

(?) Here insert
 either "a Solicitor
 of the Supreme
 Court engaged in
 the formation"
 or
 "a person named
 in the Articles of
 Association as a
 Director"
 or
 "a person named
 in the Articles of
 Association as the
 Secretary" as the
 case may be.

and That all the requirements of the Companies Act, 1948, 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."

I declare at Wembley
 in the County of Middlesex
 the 2nd day of February
 one thousand nine hundred and sixty-eight
 before me, Charles H. Anderson
 A Commissioner for Oaths.

Michael Christie



Presented for registration by Nicholas CHRISTIE

TELEPHONE: HOLBORN 3835 (3 lines).

TELEGRAMS: DUNTERTYME, LONDON, W C 2

SHAW & BLAKE, LIMITED,
 Company Registration Agents, Printers & Stationers,
 9 Bell Yard Temple Bar London W C 2

No. of Certificate 927527

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Form No. 25.



Statement of the Nominal Capital

made pursuant to s. 112 of the Stamp Act, 1891, as amended by the Finance Acts of 1899, 1920 and 1933. (NOTE.—The Stamp Duty on the Nominal Capital to be impressed above is Ten Shillings for every £100 or fraction of £100.)

THE NOMINAL CAPITAL OF GRANGE ROAD
MANAGEMENT COMPANY LIMITED,
is EIGHTEEN Pounds

Signature.....

GB 30

Description.....

DIRECTOR

(State whether Director or Secretary)

Dated the FIRST day of FEBRUARY 1968.

Presented for registration by.....

TELEPHONE: HOLBORN 8866 (3 lines).

TELEGRAMS: DUNTYRTYME, LONDON. W.C.2.

SHAW & BLAKE, LIMITED,
Company Registration Agents, Printers & Stationers,
8, Bell Yard, Temple Bar, London, W.C.2

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Memorandum
AND
Articles of Association
OF
GRANGE ROAD MANAGEMENT COMPANY
LIMITED.



The Companies Act, 1948

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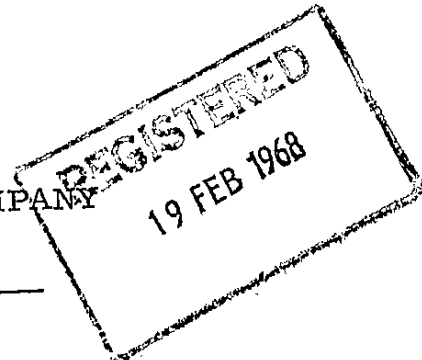
COMPANY LIMITED BY SHARES

Memorandum of Association



OF

GRANGE ROAD MANAGEMENT COMPANY
LIMITED.



1. The name of the Company (hereinafter called "the Company") is "GRANGE ROAD MANAGEMENT COMPANY LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (a) To enter into and carry into effect 18 deeds of variation intended to be executed by Velma Property Co. Limited of the first part the Company of the second part the several lessees of flats 30 to 64 (even numbers) Grange Road Harrow in the County of Middlesex of the third part and their respective mortgagees of the fourth part in the terms of a draft which has been marked "A" and signed for the purposes of identification by
 - (b) To manage the Block of Flats and the land enjoyed therewith situate at 30 to 64 Grange Road aforesaid and to provide services to the lessees and occupiers of the flats comprised therein.
 - (c) To acquire and hold land and other property as an investment and to manage the same.
 - (d) To borrow and raise money in such manner as the Company shall think fit.



- (e) To undertake and execute any trusts which may lawfully be undertaken by the Company and may be conducive to its objects.
 - (f) To sell let mortgage dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects.
 - (g) To invest the moneys of the Company not immediately required for its purposes in or upon such investment securities or property as the Company may think fit.
 - (h) To do such other things as are incidental or conducive to the attainment of the above objects or any of them or as are calculated to enhance the value and improve the amenities of the said Block of Flats the land enjoyed therewith and the flats comprised therein.
4. The liability of the members is limited. ✓
5. The share capital of the Company is £18 divided into 18 shares of £1 each.

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, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	No. of Shares taken by each Subscriber.
<p>GERALD BRIAN SLY. 30 GRANGE ROAD. SOUTH HARROW MIDD. <u>GBSL</u>. LIFE UNDERWRITER.</p> <p>THOMAS FREDERICK BROWN 50 GRANGE ROAD SOUTH HARROW MIDD. <u>T F Brown</u> FIRM TECHNICIAN</p>	<p>ONE.</p> <p>ONE.</p>
TOTAL SHARES TAKEN.	TWO

Dated this FIRST day of FEBRUARY 1966

Witness to the above Signatures :-

John P. Bettell-Higgins

JOHN PETER BETTELL-HIGGINS
223 BYRON ROAD,
WEAVERSTONE
HARROW,
MIDD.

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The Companies Act, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

GRANGE ROAD MANAGEMENT COMPANY
LIMITED.



REGISTERED
19 FEB 1968

General

1. In these regulations "owner" shall mean a person who is the holder as lessee or the persons who are jointly the holders as lessees for the time being of one of the leases granted by Velma Property Co. Limited in 30 to 64 (even numbers) Grange Road, Harrow in the County of Middlesex or of a lease granted in substitution for one of such leases.

PART I.

2. In case of any inconsistency between the regulations contained in Part II hereof and any regulations otherwise applicable to the Company the regulations contained in Part II hereof shall prevail provided that in no case shall such regulations operate in such a way that the Company ceases to be a Private Company.

3. Subject to regulation 2 hereof Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall apply to the Company.

PART II.

4. Regulation 3 of Table A Part II shall not apply.

5. (a) One share in the Company shall be allocated to each of the flats numbered 30 to 64 (even numbers) Grange Road aforesaid.

(b) There shall as soon as may be after the formation of the Company be made such transfers of shares and allotments as shall ensure that the owner of each flat holds whether by transfer or allotment in respect of each flat one and only one share in the Company being the share allocated to that flat as aforesaid and that no person who is not the owner of a flat at 30 to 64 Grange Road aforesaid holds any share in the Company.

16(a)

6. (a) A share shall be transferred and may only be transferred upon or immediately before a change in the ownership of a flat and to the person becoming or about to become upon such change the owner of such flat.

(b) The price to be paid upon the transfer of a share shall in default of agreement between the transferor and transferee be its nominal value.

(c) If the holder of a share refuses or neglects to transfer it in accordance with this regulation 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 his share to the person to whom it should be transferred hereunder 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 the said share.

7. If two or more persons are jointly the owners of a flat such 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.

8. The provisions of Table A as to the appointment rotation and removal of directors shall not apply. All the members of the Company for the time being shall 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.

PART III.

9. In Regulation 1 of Table A, Part I, the words "and in any Articles adopting the same" shall be inserted immediately after the word "regulations" where it first occurs.

10. In Regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.

11. In Regulation 15 of Table A, Part I, the words from "provided that" to "the last preceding call" inclusive shall be omitted.

12. In Regulation 23 of Table A, Part I, for the words "instrument in writing" there shall be substituted the word "deed".

13. Regulations 40 to 43 inclusive of Table A, Part I, shall not apply.

14. In Regulation 49 of Table A, Part I, for the words "any two members" shall be substituted the words "any member".

15. In subclause (b) of Regulation 58 of Table A, Part I, for the words "at least three members" there shall be substituted the words "any member" and subclauses (c) and (d) of the said regulation shall not apply.

16. Regulation 84 of Table A, Part I, shall not apply. Any director or any company or firm of which a director is a member may enter into contracts with the Company and any director may vote as director or shareholder in respect of such contract and retain for his own use profits made by him under any such contract; provided always that unless he is at the time sole director he must disclose his interest to his co-directors before the contract is entered into and if he is at the time sole director, or if all the directors are interested in the contract, the contract must be entered into by the Company in general meeting, and before any contract is entered into the director or directors must disclose his or their interest to the meeting. A general notice to the directors given at a meeting of the directors by any director to the effect that he is a member of any specified company or firm and is to be regarded as interested in any contract which may thereafter be made with that company or firm shall be deemed a sufficient disclosure of interest in regard to any contract so made.

17. No director shall at any time be required to retire or vacate his office of director or be ineligible for reappointment as director by reason of his attaining or having attained the age of 70 or any other age, and Regulation 88 of Table A, Part I, shall in its application to the Company be modified accordingly.

18. In Regulation 5 of Table A, Part II, for the words "all the members for the time being entitled to receive notice of and to attend and vote at General Meetings" there shall be substituted the words "the holders of three-fourths of the issued shares of the Company".

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

GERALD BRIAN SLY.
30 GRANGE ROAD
SOUTH HARROW.
MIDDX

GBS.

LIFE UNDERWRITER

THOMAS FREDERICK BROWN
50 GRANGE ROAD
SOUTH HARROW
MIDDX.

T. F. Brown

Gun Technician.

Dated this First day of February 1968

Witness to the above Signatures :-

John P. Bettel-Higgins
JOHN PETER BETTEL-HIGGINS
223 Byron Road,
Wealdstone
HARROW
Middx.

CHIEF CLERK



CERTIFICATE OF INCORPORATION

No. 927527

I hereby certify that

GRANGE ROAD MANAGER™ COMPANY LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 19TH FEBRUARY, 1968.

A handwritten signature in cursive script, appearing to read 'B. A. Styles'.

Assistant Registrar of Companies

A small, stylized handwritten mark or signature in the bottom right corner.