

Statutory Declaration of compliance with requirements on application for registration of a company

12

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies

For official use

For official use

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

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2365247

Name of company

* WILLLOWBEECH LIMITED	
------------------------	--

I, Daniel John Dwyer

of 50 Lincoln's Inn Fields, London, WC2A 3PF

* insert full
name of CompanyI 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(2)] and that all the requirements of the above Act 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
provisions of the Statutory Declarations Act 1835

Declared at 14 Old Square

Lincoln's Inn

London WC2

Declarant to sign below

the NINTH day of MARCH

One thousand nine hundred and EIGHTY NINE

before me

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

& D. LAW AGENCY
SERVICES LIMITED50, Lincoln's Inn Fields,
London WC2A 3PFCompany Registration Agents
Law Stationers,
and PrintersTelephone: 01-405-1082
01-405-7215Presentor's name address and
reference (if any):

D & D LAW AGENCY
SERVICES LIMITED
50 Lincoln's Inn Fields
London, WC2A 3PF

For official Use

New Companies Section

Post room





COMPANIES FORM No. 10

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

10

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

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

For official use

Name of company

* insert full name
of company

*	WILLOWBEECH	LIMITED
---	-------------	---------

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

50 Lincoln's Inn Fields	
London	
Postcode	WC2A 3PF

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

D & D LAW AGENCY SERVICES LIMITED	
50 Lincoln's Inn Fields	
London	
Postcode	WC2A 3PF

Number of continuation sheets attached (see note 1)

--

**D. & D. LAW AGENCY
SERVICES LIMITED**

50 Lincoln's Inn Fields,
London WC2A 3PF

Company Registration Agents
Law Stationers,
and Printers

Telephone: 01-405-1082
01-405-7215

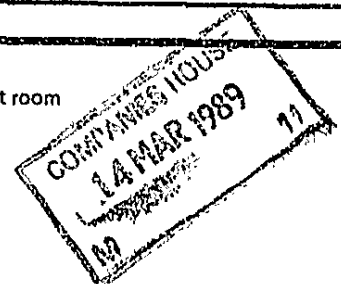


Presentor's name address and
reference (if any):

D & D LAW AGENCY
SERVICES LIMITED
50 Lincoln's Inn Fields
London WC2A 3PF

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 (note 2) are as follows:

Please do not write in this margin

Name (note 3)		Business occupation	
DANIEL JOHN DWYER		COMPANY REGISTRATION AGENT	
Previous name(s) (note 3) N/A		Nationality	
Address (note 4)		BRITISH	
50 Lincoln's Inn Fields		Date of birth (where applicable)	
London	Postcode WC2A 3PF	(note 6) N/A	
Other directorships †			
D & D LAW AGENCY SERVICES LIMITED			
W. KYBERT & SON LIMITED			
I consent to act as director of the company named on page 1			
Signature		Date - 9 MAR 1989	

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

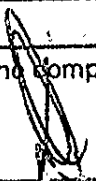
Name (note 3)		Business occupation	
SAMUEL GEORGE ALAN LLOYD		COMPANY REGISTRATION AGENT	
Previous name(s) (note 3) N/A		Nationality	
Address (note 4)		BRITISH	
50 Lincoln's Inn Fields		Date of birth (where applicable)	
London	Postcode WC2A 3PF	(note 6) N/A	
Other directorships †			
D & D LAW AGENCY SERVICES LIMITED			
I consent to act as director of the company named on page 1			
Signature		Date - 9 MAR 1989	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable)	
	Postcode	(note 6)	
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

Please do not
write in
this margin

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

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 3 & 7)		
DANIEL JOHN DWYER		
Previous name(s) (note 3)		N/A
Address (notes 4 & 7)		
50 Lincoln's Inn Fields London		Postcode WC2A 3PF
I consent to act as secretary of the company named on page 1		
Signature 		Date - 9 MAR 1989


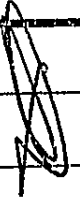
Name (notes 3 & 7)		
Previous name(s) (note 3)		
Address (notes 4 & 7)		
		Postcode
I consent to act as secretary of the company named on page 1		
Signature		Date

Delete if the form is
signed by the
subscribers

Signature of agent on behalf of subscribers	Date
--	-----------------

Delete if the form is
signed by an agent on
behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed 	Date - 9 MAR 1989
Signed 	Date - 9 MAR 1989
Signed	Date
Signed	Date
Signed	Date
Signed	Date

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-OF-

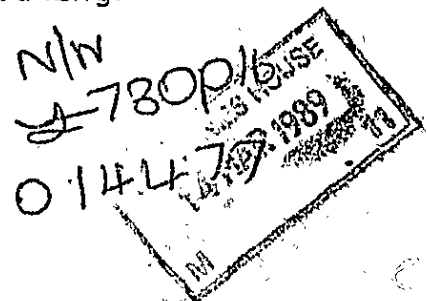
WILLOWBEECH LIMITED.



1. The Company's name is "WILLOWBEECH LIMITED".
2. The Company's registered office is to be situated in England and Wales.
- 3.(a)(i) The Company's objects are to purchase, take on lease, exchange, lease or otherwise deal in and to hold for the purpose of investment, development, or resale and to traffic in any freehold, leasehold or other property for any estate or interest whatever, and any options, rights, privileges or easements over or in respect of the same and to purchase exchange or otherwise deal in stocks, debentures debenture stock, bonds obligations or securities of any government, state or authority or of any public or private company, corporate or unincorporate; to make advances upon the security of land or house or other property or any interest therein.

(ii) To carry on all or any of the businesses of building and civil engineering contractors, land, estate and property developers, repairers and jobbers, estate agents and managers, mortgage and insurance brokers and agents, surveyors, valuers and auctioneers, builders' merchants, plant hire specialists, painters, decorators, plumbers, farmers, stock and poultry breeders, produce merchants, grocers, confectioners, tobacconists and newsagents, haulage and transport contractors, electricians and general engineers.

(iii) To carry on all or any of the businesses of hire purchase financiers, and hire purchase consultants, financiers for the promotion of the sale for cash or on credit, or on the instalment plan or hire purchase agreement or easy payment system or otherwise of goods, wares, produce, products and merchandise of every description, and to lend and advance money to, or negotiate loans on behalf of, and to provide credit facilities for such persons, firms or companies, and on such terms as may seem expedient; to operate, for cash or credit, discount stores; to give guarantees or become security for the payment of money or the performance of any obligation or undertaking.



- (b) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, licence, accept surrenders of and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (d) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company, as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (e) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (f) To sell, let, licence, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (g) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.
- (h) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (i) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangements with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them.

- (j) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants and other negotiable documents.
- (l) To purchase, subscribe for, or otherwise acquire and hold shares, stock or other interests in, or obligations of any other company or corporation.
- (m) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (n) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (o) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (p) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such person.
- (q) To remunerate the Directors of the Company in any manner the Company may think fit, and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (r) To distribute any property of the Company in specie among the members.
- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the Members is limited.

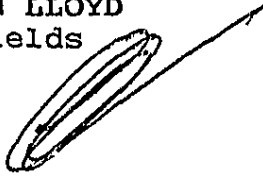
5. The Company's Share Capital is £100 divided into 100 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

We, the subscribers to this memorandum of association, wish to be formed into a Company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES
OF SUBSCRIBERS


NUMBER OF
SHARES TAKEN
BY EACH
SUBSCRIBER

SAMUEL GEORGE ALAN LLOYD
50 Lincolns Inn Fields
London
WC2A 3PF



ONE

DANIEL JOHN DWYER
50 Lincolns Inn Fields
London
WC2A 3PF



ONE

Total shares taken

TWO

DATED the 1st day of March 1989
WITNESS to the above Signatures

SHARON RICHARDS
50 Lincolns Inn Fields
London
WC2A 3PF

S. Richards.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-OF-

WILLOWBEECH LIMITED.

PRELIMINARY

1. Subject as hereinafter provided the Regulations set out in Table "A" of the Schedule to The Companies (Table A to F) Regulations 1985 shall apply to this Company.

2. The following clauses of the said Table "A" shall not apply to this Company videlicet:- 23, 24, 46, 47, 64, 65-69, 73-80, 94 and 95.

PRIVATE COMPANY

3. The Company is a Private Company within the meaning of the Companies Act 1985.

SHARES

4. (a) Save as hereinafter expressly authorised the Directors shall allot relevant securities (as defined in the Companies Act 1985) as authorised from time to time by the Company in general meeting in accordance with the provisions of Section 80 of the Companies Act 1985.

(b) During the period of five years commencing with the date of incorporation the Directors shall have authority to allot or otherwise dispose of any shares of the Company up to the total amount which shall remain unissued to such persons and for such consideration and upon such terms and conditions as they may determine.

5. Sections 89 and 90 of the Companies Act 1985 shall not apply to this Company.

6. The lien conferred by Clause 8 of the said 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.

7. Sections 159 and 160 of The Companies Act 1985 shall apply to this Company and the company may therefore issue shares which are to be redeemed or liable to be redeemed at the option of the Company or the shareholder.

8. Sections 162, 170, 171 and 172 of the Companies Act 1985 shall apply to this Company.

TRANSFER OF SHARES

9. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share.

10. Clause 9 of these Articles shall not apply to any transfer to a person who is already a member of the Company.

11. A member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors or failing agreement at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares the transferor may subject to Clause 9 hereof dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

12. The instrument of transfer of any share shall be executed by or on behalf of the transferor who shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

GENERAL MEETINGS

13. 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 by the Chairman or by any member present in person or by proxy. 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 the 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.

14. Subject to the provisions of the Companies Act 1985 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 (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been

passed at a General Meeting of the Company duly convened and held.

SECRETARY

15. 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

16. The number of Directors shall not be less than one nor more than seven. 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.

17. 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.

18. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles.

19. The Company may by Ordinary Resolution, of which Special Notice has been given in accordance with Section 379 of the Companies Act 1985, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

20. The Company may by Ordinary Resolution appoint another person in place of a Director removed from office under Article 19 and without prejudice to the powers of the Directors under Article 18 the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

21. Subject to the provisions of the Companies Act 1985 in so far as the said provisions relate to a Private Limited Company a 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 profit under the Company or of the arrangement of the

terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS

22. 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 property and uncalled capital or any part thereof and subject to Section 80 of the Companies Act 1985 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

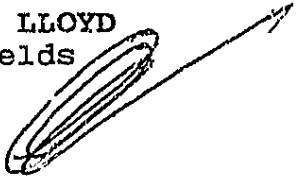
23. Any Director being absent may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence such alternate Director having in all respects the same rights and powers as the appointor. Any person who has been so appointed may be in like manner removed by the person who appointed him.

INDEMNITY


24. Subject to Section 310 of the Companies Act 1985 and in addition to such indemnity as is contained in Clause 118 of the said Table "A" every Director officer or official of the Company shall be indemnified out of the funds of the Company against all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NAMES AND ADDRESSES OF SUBSCRIBERS

SAMUEL GEORGE ALAN LLOYD
50 Lincolns Inn Fields
London
WC2A 3PF



DANIEL JOHN DWYER
50 Lincolns Inn Fields
London
WC2A 3PF



DATED the 1st day of March 1989
WITNESS to the above Signatures

SHARON RICHARDS
50 Lincolns Inn Fields
London
WC2A 3PF

S. Richards



FILE COPY



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

No. 2365447

I hereby certify that

WILLOWBEECH LIMITED

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

Given under my hand at the Companies Registration Office,
Cardiff the 28 MARCH 1989

S. M. Phillips
S. M. PHILLIPS

an authorised officer

No. 2365447



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

WILLOWBEECH LIMITED
(Passed 31st March 1989)

At an Extraordinary General meeting of the above named Company duly convened and held on 31st March 1989 the following resolution was duly passed as a Special Resolution

SPECIAL RESOLUTION

THAT the Company's name be changed from Willowbeech Limited to BELGRAVE PROPERTIES (U.K.) LIMITED.

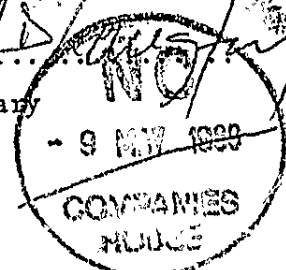
0228N

Mid Law

20 MAR 1989

105664

Secretary



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2365447

I hereby certify that

WILLOWBEECH LIMITED

having by special resolution changed its name,

is now incorporated under the name of

BELGRAVE PROPERTIES (U.K.) LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 1 JUNE 1989

F. A. Joseph.

F. A. JOSEPH

an authorised officer

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies

For official use

Company number

2365447

Name of company

*Insert full name of company

* BELGRAVE PROPERTIES (UK) LIMITED

Note
Please read notes 1 to 4 overleaf before completing this form

†Delete as appropriate

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come to an end is

Day Month

3	1	1	2
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The current accounting reference period of the company is to be treated as [shortened] ~~extended~~† and [is to be treated as having come to an end] ~~will come to an end~~† or

Day Month Year

3	1	1	2	1	9	8	9
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If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____ and it is still in force.

Signed

Designation†

Director

Date

13/2/1990

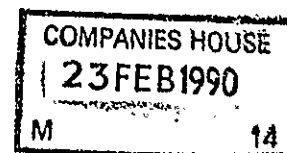
† Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

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

EDWARD LEWIS & CO
80 HIGH HOLBORN
LONDON WC1V 6LS
Tel: 01-405-0505
Ref: A/L/6678

For official use
General Section

Post room





COMPANIES FORM No. 225(1)

225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies

For official use

Company number

2365447

*Insert full name of company

Name of company

* BELGRAVE PROPERTIES (UK) LIMITED

Note
Please read notes 1 to 4 overleaf before completing this form

†Delete as appropriate

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come to an end is

Day Month

3	0	0	9
---	---	---	---

The current accounting reference period of the company is to be treated as [shortened] [extended]† and [extended]† and [extended]† treated as having come to an end [will come to an end]† on

Day Month Year

3	0	0	9	1	9	9	0
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [holding company]† of

N/A.

company number

the accounting reference date of which is

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on and it is still in force

† Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed

Designation

Date

31/5/90

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

EDWARD LEWIS & CO
80 HIGH HOLBORN
LONDON WC1V 6LS
Tel: 071-405-0505
Ref: A/L/6678

For official use
General Section

Post room

CO.
500
M



COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number

--	--	--	--

2365447

Name of company

*Insert full name
of company

* BELGRAVE PROPERTIES (UK) LIMITED

†The copy must be
printed or in some
other form approved
by the registrar

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 13th November 1990 the nominal capital of the company has been
increased by £ 884,000 beyond the registered capital of £ 100.

A copy of the resolution authorising the increase is attached.†

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:

The nominal capital has been increased by the creation
of 8,000,000 new 'A' Ordinary Shares of 10p each, 800,000
new 'B' Ordinary Shares of 10p each and 400,000 new 'C'
Ordinary Shares of 1p having the right set out in Article
3 of the new Articles of Association of the Company.

Please tick here if
continued overleaf☐†Insert Director,
Secretary,
Administrator,
Administrative
Receiver or Receiver
(Scotland) as
appropriate

Signed

Designation

Secretary

Date 13th November 1990Presentor's name, address and
reference (if any):

Edward Lewis & Co
80 High Holborn
London WC1V 6LS

Ref: A/L/5025

For official use

General section

Post room

COMPANIES HOUSE	
1 5 NOV 1990	
M	28

22.11.90 20%



The Stationery Low Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HP

Companies G123

1987 Edition
407 HM
[5012157]

**



COMPANIES FORM No. 122

**Notice of consolidation, division,
sub-division, redemption or
cancellation of shares, or conversion,
re-conversion of stock into shares**

122

Please do not
write in
this margin

Pursuant to section 122 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[] [] [] []
[] [] [] []

2365447

Name of company

*Insert full name
of company

* BELGRAVE PROPERTIES (UK) LIMITED

gives notice that:

Each Ordinary Share of £1 in the capital of the Company
be and is divided into 10 Ordinary Shares of 10p each

†Delete as
appropriate

Signed

[Director] [Secretary] † Date 13th November 1990

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

Edward Lewis & Co
30 High Holborn
London WC1V 6LS

Ref: A/I/5025

For official use
General Section

Post room

COMPANIES HOUSE

15 NOV 1990

M

28

BLC 8

22.11.90.



The Solicitors' Law Stationery Society plc, Oyez House, 27 Chancery Lane, London EC1A 3DF

Companies G122

1985 Edition
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5017042

No: 2365447

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

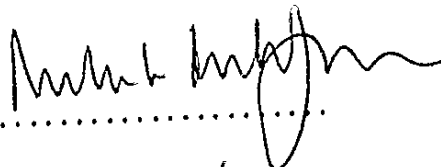
-of-

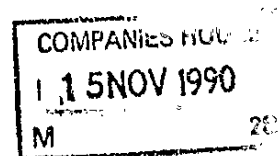
BELGRAVE PROPERTIES (UK) LIMITED
(Passed 13th November 1990)

SPECIAL RESOLUTION

THAT:

- (A) each of the 100 Ordinary Shares of £1 each in the Company be sub-divided into 10 Ordinary Shares of 10p each.
- (B) each of the issued Ordinary Shares in the capital of the Company which are registered in the name of Societe De Gestion Immobiliere et Mobiliere be designated as an 'A' Ordinary Share and each of the issued Ordinary Shares in the capital of the Company which are registered in the name of Bernard Marriot Palmer be designated as a 'B' Ordinary Share in each case having attached thereto the rights and restrictions set out in the new Articles of Association to be adopted pursuant to paragraph (D) of this Resolution.
- (C) the authorised share capital of the Company be and is hereby increased from £100 to £884,100 divided into 8,000,750 'A' Ordinary Shares of 10p each, 800,250 'B' Ordinary Shares of 10p each and 400,000 'C' Ordinary Shares of 1p each by the creation of 8,000,000 new 'A' Ordinary Shares of 10p each, 800,000 new 'B' Ordinary Shares of 10p each and 400,000 new 'C' Ordinary Shares of 1p each.
- (D) the Regulations contained in the document produced to the Meeting and for the purpose of identification marked 'A' and initialled by the Chairman of the Meeting be and are hereby approved and adopted as the New Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.


.....
CHAIRMAN



22 11 90 13208

SPECIAL RESOLUTION ON CHANGE OF NAME
COMPANIES ACTS

RECEIPT UNSTAMPED #40
NC/CN 37369
SIGNED A. Harrison
DATE 14th Feb. '91

COMPANY NUMBER 2365447

COMPANY NAME BELGRAVE PROPERTIES (UK) LIMITED

At an ~~Extraordinary General~~ Annual General*/General* Meeting of the members of the above named company, duly convened and held at:

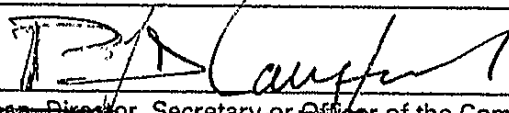
Charles House, 108-110 Finchley Road, London NW3

on the 24th day of January 19 91

the following Special Resolution was duly passed:

That the name of the Company be changed to:

NEW NAME HAMPSTEAD PROPERTY LIMITED

Signature: 
Chairman, Director, Secretary or Officer of the Company

Notes:

* Please delete as appropriate.

NB. The copy Resolution must be filed with the Registrar of Companies within 15 days after the passing of the Resolution. Please insert name and address to which the certificate is to be sent:



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2365447

I hereby certify that

BELGRAVE PROPERTIES (U.K.) LIMITED

having by special resolution changed its name,
is now incorporated under the name of

HAMPSTEAD PROPERTY LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 20 FEBRUARY 1991

A. M. Evans.
A. M. EVANS

an authorised officer

No: 2365447

THE COMPANIES ACT 1985

FOR PUBLIC FILE
CHANGE OF NAME
TAKEN ON
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

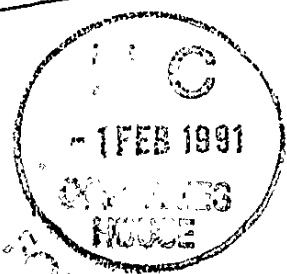
BELGRAVE PROPERTIES (UK) LIMITED
(Passed 24th January 1991)

SPECIAL RESOLUTION

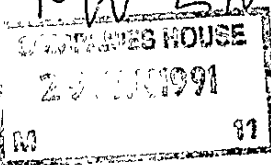
THAT the Company's name be and is hereby changed from Belgrave Properties (UK) Limited to Hampstead Property Limited.

FOR PUBLIC FILE
NO ACTION TAKEN ON
CHANGE OF NAME
Secretary

Laugher



FOR PUBLIC FILE
NO ACTION TAKEN ON
CHANGE OF NAME

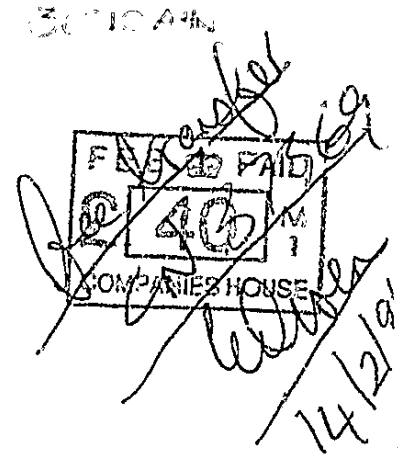


003432

FOR PUBLIC FILE
NO ACTION TAKEN ON
CHANGE OF NAME



0061I





COMPANIES FORM No. 155(6)a

Declaration in relation to assistance for the acquisition of shares

155(6)a

Pursuant to section 155(6) of the Companies Act 1985

Please do not write
in this marginPlease complete
legibly, preferably in
black type or bold
block lettering

Note
Please read the
notes on page 3
before completing
this form.

* Insert full name
of company

† insert name(s) and
address(es) of all
the directors

To the Registrar of Companies
(address overleaf)

For official use

Company number

1	1
---	---

2365447

Name of company

HAMPSTEAD PROPERTY LIMITED

† We ~~are~~ BERNARD MARRIOT PALMER of
ASTRIDGE FARM, GUSTARD WOOD,
WHEATHAMPSTEAD, HERTFORDSHIRE

MARK ANDREW PITMAN of

THE PADDOCKS, OXSHOT WAY, COBHAM, SURREY

‡ delete as
appropriate

[the sole director][all the directors]‡ of the above company do solemnly and sincerely
declare that:

The business of the company is:

(a) ~~that of a [recognised bank][licensed institution]‡ within the meaning of the~~
~~Banking Act 1979~~(b) ~~that of a person authorised under section 3 or 4 of the Insurance Companies~~
~~Act 1982 to carry on insurance business in the United Kingdom~~

(c) something other than the above‡

§ delete whichever
is inappropriate

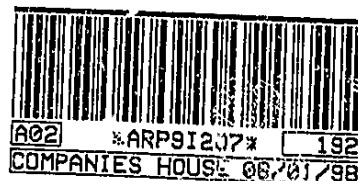
The company is proposing to give financial assistance in connection with the
acquisition of shares in the [company][company's holding company]

-Limited]‡

The assistance is for the purpose of ~~[that acquisition]~~ [reducing or discharging a liability
incurred for the purpose of that acquisition].‡

The number and class of the shares acquired or to be acquired is: _____

3,680,750 A ORDINARY SHARES of 10p each

Presentor's name address
and reference (if any):For official use
General Section

Please do not write
in this margin

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

The assistance is to be given to: (note 2) _____

BELGRAVE PROPERTIES LIMITED whose registered
office is at PO BOX 442, BELGRAVE HOUSE, ST ALBANS,
HERTFORDSHIRE

The assistance will take the form of:

A GUARANTEE OF THE OBLIGATIONS OF
BELGRAVE PROPERTIES LIMITED TO NATIONAL WESTMINSTER BANK PLC

Y delete as
appropriate

PN3
The person who [has acquired] ~~[will acquire]~~ the shares is:
BELGRAVE PROPERTIES LIMITED

The principal terms on which assistance will be given are:

IN CONSIDERATION OF LOANS MADE BY BELGRAVE
PROPERTIES LIMITED TO THE COMPANY

The amount of cash to be transferred to the person
assisted is £ NIL

The value of any asset to be transferred to the person
assisted is £ NIL

The date on which the assistance is to be given is 31 December 1997

Please do not
write in
this margin

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

* delete either (a) or
(b) as appropriate

I/We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

(a) [I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date] * (note 3)

(b) ~~It is intended to commence the winding-up of the company within 12 months of that date, and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up.]~~ * (note 3)

PN 3

And I/we 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 St. Albans
Hertfordshire

Declarants to sign below

the 31st day of December
one thousand nine hundred and ninety-seven



before me [Signature]

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

P.N. BARNES LLB
SOLICITOR AND
NOTARY PUBLIC

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.
- 5 The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 2UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ

AUDITORS' REPORT TO THE DIRECTORS OF HAMPSTEAD PROPERTY
LIMITED PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We have examined the attached statutory declaration of the directors dated 31 December 1997 in connection with the proposal that the company should give financial assistance for the purchase of 3,680,750 of the company's ordinary shares.

Basis of opinion

We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

A handwritten signature in black ink, appearing to read 'BDO Stoy Hayward', with a horizontal line drawn through it.

BDO Stoy Hayward
Chartered Accountants and Registered Auditors
London

31 December 1997