

Company No:5144013

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION

- OF -

SAVERNAKE COURT MANAGEMENT COMPANY LIMITED

At an Extraordinary General Meeting of the members of the above named Company, duly convened and held at:-

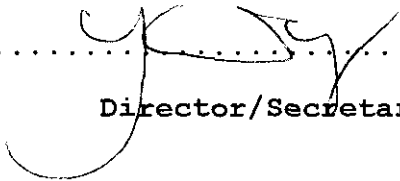
Cambridge House, 4 College Street, Swindon, Wiltshire, SN1 1PJ

on the 3rd day of June 2004

the following SPECIAL RESOLUTIONS were duly passed:-

THAT OBJECTS CLAUSE 3(a) OF THE MEMORANDUM OF ASSOCIATION BE DELETED ENTIRELY AND THE ATTACHED NEW CLAUSE 3(a) BE SUBSTITUTED IN ITS PLACE.

THAT ATICLES 3 TO 16 OF THE ARTICLES OF ASSOCIATION BE DELETED AND THAT THE ATTACHED NEW ARTICLES OF ASSOCIATION BE SUBSTITUTED IN THEIR PLACE.

.....  
  
Director/Secretary



THE COMPANIES ACT 1989

A PRIVATE COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION**

- OF -

SAVERNAKE COURT MANAGEMENT COMPANY LIMITED

(objects Clause 3(a) was changed by special Resolution dated 3/6/2004).

1. The name of the Company is "Savernake Court Management Company Limited".
2. The registered office of the Company will be situated in England or Wales.
3. The objects for which the Company is established are:-

(a) To carry on the business as a flat management company and to undertake the repair, decoration and maintenance and upkeep of the said block and the estate, gardens and grounds adjacent thereto; and generally to manage any land, buildings or other property, 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 the premises comprised in the said blocks or in any other premises managed by the Company and to keep the same insured and pay all premiums payable in respect thereof; to control and maintain the roads, paths, gardens, common grounds and other amenities upon the land surrounding and adjoining the estate and for the time being used and enjoyed in common with the owners lessees and occupiers of the estate, to layout, maintain, repair, replant trees, gardens, pleasure grounds, lawns, shrubberies, playgrounds and other amenities on the estate, to build, erect, maintain and repair boundary and other wall and fences, to keep such gardens, pleasure grounds, lawns and shrubberies in good order and condition and properly planted and to replace such trees, plants and shrubs as may die or require replacing; and to enter into contracts of insurance and indemnity in respect of any liability of the company or of the ground landlord of the estate for claims arising from the use of the estate or any part thereof or by the owners or occupiers of the estate or by any persons whomsoever; to keep the roads, paths and car parks and other amenities on the estate properly cleaned and drained and free from litter and noisome and offensive matter and to do all of the above acting as principals, agents, brokers, factors, contractors, appointees, assignees, trustees, lessors, lessees or otherwise either in the United Kingdom or elsewhere.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- OF -

SAVERNAKE COURT MANAGEMENT COMPANY LIMITED

(Articles 3 to 16 were deleted entirely and the attached new Articles of Association were substituted in its place by Special Resolution dated 3/6/2004).

PRELIMINARY

1. The regulations contained in Table A set out in the schedule to The Companies (Table A to F) Regulations 1985 shall apply to the Company, save so far as they are excluded or varied hereby, that is to say that clauses 3, 24, 64, 73 to 77 (inclusive), 94 to 97 (inclusive) of Table A shall not apply to the Company, and in addition to the remaining Clauses of Table A, as varied by these Articles, the following shall constitute the regulations of the Company.

2. The Company is a private Company and accordingly shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company, or allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

SHARES

3. No shares shall be allotted or transferred to or be registered in the name of any person other than a person who is the owner of a flat in the property. Any person holding a share or shares shall only be entitled to the rights attached to that share or those shares during such time as he shall be an owner of the flat in respect of which such share or shares has or have been allocated by the Directors. No person shall hold at any one time a greater number of shares in the Company than the number of shares allocated to the flats of which the person shall at such time be the owner.

4. All relevant securities of the Company from time to time unissued shall come under the general authority conferred by Article 3 hereof for a period of not more than five years from the date of incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting (but not for more than five years at a time) and the Directors under the general authority shall be entitled to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.

5. Section 89 (1) of the Companies Act 1985 shall be excluded from applying in relation to any allotment of Shares in the Company.

6. The Company shall have the power to issue Shares which are to be redeemed or are liable to be redeemed at the option of the Company or the Shareholder subject to the provisions within Part V of the Companies Act 1985 and on such terms as may be provided by the Resolution of the Company creating such redeemable Shares.

7. The Company may purchase its own shares (including any redeemable Shares) subject to the provision of Part V of the Companies Act 1985.

8. The Company may make a payment in respect of the redemption or purchase of any of its Shares otherwise than out of its distributable profits or the proceeds of a fresh issue of Shares subject to Sections 159 or 162 (as the case may be) of the Companies Act 1985.

#### LIEN

9. The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time or called in respect of that share and of all Shares registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or shall be one of two or more joint holders of his estate and Clause 8 of Table A shall be modified accordingly.

#### GENERAL MEETING

10. Every notice convening a General Meeting shall comply with the provisions of Section 372 (3) of the Companies Act 1985, as to giving information to members in regard to their right to appoint a proxy, and notices of any other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.

11. To Clause 41 of Table A there shall be added at the end "If at any adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved."

## TRANSFER OF SHARES

12. All shares that have been allocated to a flat shall be transferred and may only be transferred with a change in ownership of the said flat and only to the person who shall upon such change become the owner of such flat. The price to be paid upon such transfer of a share shall, in default of agreement between transferor and transferee, be its or their nominal value.

## DIRECTORS

13. The first Director or Directors of the Company shall be the person or persons named in the statement delivered under Section 10 of the Act.

14. Unless and until otherwise determined by the Company in General Meeting the minimum number of Directors shall be one and there shall be no limitation as to the maximum number of Directors. Whenever there shall be only one Director of the Company such Director may act alone in exercising all the powers, discretions and authorities vested in the Directors and Regulation 89 of Table A shall be modified accordingly.

15. A Director who is in any way either directly or indirectly interested in any actual or proposed contract, transaction or arrangement with the Company or in which the Company is otherwise interested shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 317 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of such contract transaction or arrangement and he shall be counted in reckoning whether a quorum is present.

16. 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 to issue debentures, debenture stock or any other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.