

FILE COPY



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

Company No. 4735472

The Registrar of Companies for England and Wales hereby certifies that
WIMPEY 1880 LIMITED

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

Given at Companies House, London, the 15th April 2003



N04735472J



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Declaration on application for registration

Please complete in typescript,
or in bold black capitals.

CHFP010.

Company Name in full

Wimpey 1880 Limited

I, Steven John Leverett

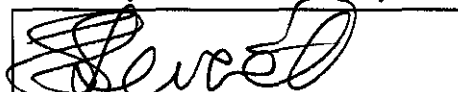
of 11 Derwent Close, Horsham, West Sussex RH12 4GW

† 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



Declared at

14 Cowfax Horsham West Sussex

Day Month Year

on

1 5 0 4 2 0 0 3

● Please print name

● before me

PETER RICHARD GRAVES

Signed

PRG

Date

15th April 2003

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Corporate Mosaic Limited

2 Piries Place, Horsham, West Sussex RH12 1EH

Tel 01403 266662

DX number

DX exchange

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ
for companies registered in England and Wales

DX 33050 Cardiff

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh



LD1
COMPANIES HOUSE

0043
15/04/03

Please complete in typescript,
or in bold black capitals.

CHFP010.

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

4735472

Wimpey 1880 Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Post town

County / Region

2 Piries Place

Horsham

West Sussex

Postcode RH12 1EH

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

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Corporate Mosaic Limited

2 Piries Place, Horsham, West Sussex RH12 1EH

Tel 01403 266662

DX number

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LD1
COMPANIES HOUSE

0042
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When you have completed and signed the form please send it to the Registrar of Companies at:

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DX 33050 Cardiff

for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (See notes 1-5)

Company name		Wimpey 1880 Limited	
Name	* Style / Title	* Honours etc	
Forename(s)			
Surname		CML Secretaries Limited	
Previous forename(s)			
Previous surname(s)			
Address		2 Piries Place	
Usual residential address			
For a corporation, give the registered or principal office address.		Post town Horsham	
County / Region		West Sussex	Postcode RH12 1EH
Country		England	
I consent to act as secretary of the company named on page 1			
Consent signature		Date 15 April 2003	
		For CML Secretaries Limited	

Directors (see notes 1-5)

Please list directors in alphabetical order

Name	* Style / Title	Mr	* Honours etc	
Forename(s)		Steven John		
Surname		Leverett		
Previous forename(s)				
Previous surname(s)				
Address		11 Derwent Close		
Usual residential address				
For a corporation, give the registered or principal office address.		Post town Horsham		
County / Region		West Sussex	Postcode RH12 4GW	
Country				
Date of Birth		Day 01	Month 01	Year 1967
		Nationality British		
Business occupation		Chartered Secretary		
Other directorships				
I consent to act as director of the company named on page 1				
Consent signature		Date 15 April 2003		

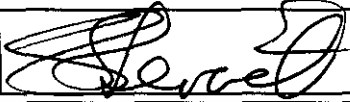
Directors (continued) (see notes 1-5)

* Voluntary details.	Name	* Style / Title	<input type="text"/>	* Honours etc	<input type="text"/>
		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"/>			
	Usual residential address	<input type="text"/>			
	For a corporation, give the registered or principal office address.	Post town	<input type="text"/>		
		County / Region	<input type="text"/>	Postcode	<input type="text"/>
		Country	<input type="text"/>		
		Day	Month	Year	
	Date of Birth	<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality <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"/>	

This section must be signed by Either
an agent on behalf of all subscribers

Signed	<input type="text"/>	Date	<input type="text"/>
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Or the subscribers
(i.e. those who signed as members on the memorandum of association).

Signed		Date	15 April 2003
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"/>



*Please complete in typescript,
or in bold black capitals.*

CHFP010

Company Number

**List of other directorships
Schedule to form 10**

Company Name in full

Name

Company Name	Resignation

4735472

S/D LON

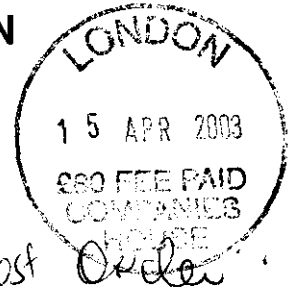
The Companies Acts 1985 to 1989
Private Company Limited by Shares

WIMPEY

MEMORANDUM OF ASSOCIATION

OF

Wimpey 1880 Limited



1. The Company's name is "WIMPEY 1880 LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3.
 - (i) The object of the Company are to carry on business as a general commercial company;
 - (ii) Without prejudice to the generality of the object and the powers of the Company derived from Section 3A of the Act the Company has power to do all or any of the following things:
 - (a) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
 - (b) To apply for, register, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
 - (c) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company or for subsidising or otherwise assisting any such person, firm or company and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
 - (d) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
 - (e) To invest and deal with the moneys of the Company not immediately required in such

manner as may from time to time be determined and to hold or otherwise deal with any investments made.

- (f) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- (g) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (h) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (i) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (j) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (k) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- (l) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any businesses or operations of or generally with respect to any such company or companies.
- (m) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

- (n) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (o) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (p) To remunerate any person, firm or company rendering services to the Company, either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (q) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (r) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (s) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business, to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance including insurance for any Director, officer or Auditor against any liability as is referred to in Section 310(1) of the Act; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants, and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
- (t) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable) to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 15(1) and/or Section 151(2) of the Act.
- (u) To procure the Company to be registered or recognised in any part of the world.
- (v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's object or of any of the powers given to it by the Act or by this Clause.

AND so that:

- (1) None of the provisions set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.
 - (2) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
 - (3) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- 1. The liability of the Members is limited.
 - 2. The Company's share capital is £1,000 divided into 1,000 shares of £1 each.

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 to my name.

NAME AND ADDRESS OF SUBSCRIBER

Number of shares
taken by
the Subscriber

Steven John Leverett
11 Derwent Close
Horsham
West Sussex
RH12 4GW




ONE

Dated the 15th day of April 2003

WITNESS to the above signatories:-

Tara Cross
11 Cornflower Way
Southwater
West Sussex
RH13 9WB



Company No 3242085

The Companies Acts 1985 & 1989

Private company limited by shares

ARTICLES OF ASSOCIATION

OF

WIMPEY 1880 LIMITED

1. In these Articles:

"The Act" means the Companies Act 1985 and 1989 as amended by any statutory instruments made thereunder for the time being in force;

Table "A" means Table A in the schedule to the Companies (Tables A to F) Regulations 1985, as amended by the Companies (Tables A to F) (Amendment) Regulations 1985;

"Statutes" means every statute (including any statutory instrument, order, regulation or subordinate legislation made under it) for the time being in force concerning companies and affecting the Company;

"The Articles" means these articles of association as originally adopted or as amended from time to time;

2. The Regulations contained in Table A shall apply to the Company with the exceptions, modifications and additions hereinafter contained.
3. The Company is a private company and accordingly any invitation to the public to subscribe for any shares or debentures is prohibited.
4. Regulations 3, 23, 24, 73 to 80 inclusive, 101 and 118 of Table A shall not apply to the Company.
5. Words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations. Headings to these Articles are inserted for convenience and shall not affect their construction.

Share Capital

6. Subject to any direction to the contrary which may be given by the Company in General Meeting, the Directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) to such persons including any Director on such terms and at such times as they think fit, provided that no shares shall be issued at a discount.
7. The maximum nominal amount of share capital which the Directors may allot or otherwise dispose of in accordance with Article 6 shall be the nominal amount of unissued share capital at the date of incorporation of the Company or such other amount as shall be authorised by the Company in General Meeting.
8. The authority conferred on the Directors by Articles 6 and 7 shall remain in force for an indefinite period from the adoption of these articles in accordance with Section 80A of the Act.
9. Any share may, with the sanction of a Special Resolution, be issued on the terms that it is, or at the option of the Company or of the holder of such share is liable, to be redeemed.
10. In accordance with section 91 (1) of the Act the provisions of sections 89 (1) and 90 (1) to (6) inclusive of the Act shall not apply to the share capital of the Company (present and future).
11. Subject to the provisions of the Act, the Company may make a payment in respect of any redemption pursuant to Article 9 or purchase of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

Lien

12. In Regulation 8 of Table A the words "(not being a fully paid share)" shall be omitted.

Transfer of Shares

13. Regulation 23 of Table A shall not apply to the Company. The instrument of transfer of any share shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof provided that in the case of a partly paid share the instrument of transfer must also be executed by or on behalf of the transferee.
14. Regulation 24 of Table A shall not apply to the Company. 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.

Proceedings at General Meeting

15. The Company in General Meeting may at any time and from time to time, upon the recommendation of the Directors, resolve that any profits made on the realisation of investments or other capital assets or any other undistributed profits of a capital nature or any investments or assets representing such profits be divided among the Members on the basis that they receive them as capital.
16. In any resolution in writing pursuant to Regulation 53 of Table A writing shall be deemed to include letter, telex, cable, electronic mail, facsimile and other methods of reproducing or communicating writing in visible form. If and for so long as the Company has only one member, that member present in person or by proxy or if that member is a corporation by a duly authorised representative shall be a quorum.
17. A member (or his proxy or representative) may participate in a meeting of the Company by means of a conference telephone or similar communicating equipment whereby all members (or their proxies or representatives) participating can hear each other. Resolutions in general meeting may be made through participation and voting by such means even though none or only some of the members (or their proxies or representatives) are physically present with each other.

Procedure if a single member company

18. If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting save that this article shall not apply to resolutions passed pursuant to sections 303 and 391 of the Act. Any decision taken by a member pursuant to this article shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book.

Directors

19. Unless and until otherwise determined by ordinary resolution there shall be no maximum number of Directors and the minimum number of Directors shall be one.
20. Regulation 82 of Table A shall be amended by the addition of the words "Unless otherwise determined by the Company in General Meeting such remuneration shall be divided between the Directors in such proportion and manner as the Directors may unanimously determine or in default of such determination equally except that any Director holding office for less than a year or other period for which remuneration is paid shall rank in such division in proportion to the fraction of such year or other period during which he has held office".
21. Any Director who at the request of the Board performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary commission or participation in profits or

partly in one way and partly in another as the Directors may determine.

Powers and Duties of Directors

22. The Directors may establish any local boards or agencies for managing any of the affairs of the Company either in the United Kingdom or elsewhere, and may appoint any persons to be members of such local boards or any managers or agents and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretion vested in the Directors with power to sub-delegate and may authorise the members of any local board or any of them to fill any vacancies therein and to act notwithstanding vacancies. Any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit. The Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.
23. Any kind of business which the Company is, within its Memorandum of Association, either expressly or by implication, authorised to undertake may be undertaken by the Directors, at such time or times as they shall think fit, and further may be permitted by them to be in abeyance, whether such kind of business may have been actually commenced or not, so long as the Directors may consider it expedient not to commence or proceed with the same.
24. A Director of the Company may be or become a Director or other officer of any other company, including any company promoted by the Company or in which the Company is or may be or become interested as a vendor, shareholder or otherwise, and may subscribe for, guarantee the subscription of or otherwise acquire shares in or securities of any such other company, and, provided that the Directors agree, no such Director shall be accountable for any remuneration, salary or other benefit or profit received as Director or officer of, or from his interest in, such other company. The Directors may also exercise the voting power conferred by the shares in any such other company in such manner in all respects as they think fit, including voting in favour of any resolution appointing the Directors or any or all of them as Directors or officers of such other company or voting or providing for the payment of remuneration to the Directors or officers of such other company.
25. A Director who holds or has held any other office or place of profit under the Company may participate in any scheme instituted by the Company for providing pensions, life assurance or other benefits for its employees. The remuneration payable in respect of any such other office or place of profit may, subject to the approval of the Company in General Meeting in any case where such approval is required by law, include the payment to him or his widow or dependants of a pension or other benefits on or after retirement from such other office apart from or in addition to the benefits provided by any such scheme and such pension or other benefits may be paid notwithstanding that on retirement from such other office or place of profit the Director remains a Director.

Alternate Directors

26. Any Director (other than an alternate Director) may at any time appoint any person (or more than one jointly or severally) to be an alternate Director of the Company to represent such Director and may at any time remove any alternate Director so appointed from office. An alternate Director so appointed shall not, except by virtue of an agreement with the Director who he represents, be entitled to receive any remuneration from the Company but shall otherwise be subject to the provisions of these articles with regard to Directors. An alternate Director shall be entitled to receive notices of all meetings of the Directors and in the absence of the Director whom he represents to attend and vote at all meetings of the Directors and to perform all the functions of such Director as a Director. When acting also as a Director or as an alternate Director for more than one Director an alternate Director shall have one vote for every Director he represents in addition to his own if he himself is a Director. An alternate Director shall ipso facto cease to be an alternate Director if the Director whom he represents ceases for any reason to be a Director. Any such appointment or the termination thereof shall be by notice in writing to the Company and take effect when the notice effecting the same is delivered to the Registered Office of the Company or to the Secretary or is produced at a Meeting of the Directors.

Removal and Appointment of Directors

27. A Director shall be appointed by resolution approved by a majority of shareholders in general meeting or by resolution of the Directors. There shall be no age limit for the Directors of the Company.
28. Regulation 81 of Table A shall be amended by substituting for paragraph (c) thereof the following provision:
- "(c) he becomes, in the opinion of all his co-Directors, incapable by reason of mental disorder of discharging his duties as a Director;"
- and by adding the following provision as paragraph (f)
- "(f) his resignation is requested by all other Directors by notice in writing delivered to the Registered Office or tendered at a meeting of the Directors and for this purpose like notices each signed by a Director shall be as effective as a single notice signed by a number of Directors".
29. The Directors shall not be subject to retirement by rotation. Regulations 73 to 80 inclusive of Table A shall not apply to the Company.

Proceedings of Directors' Meetings

30. Provided that if within half an hour from the time appointed for a meeting of Directors a quorum is not present the meeting shall stand adjourned for fourteen days at the same time and place or to such other day and at such other time and place as all the Directors may determine and if at the adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting the Directors or Director present shall be a quorum.
31. In any resolution in writing pursuant to Regulation 93 of Table A writing shall

be deemed to include letter, telex, cable, electronic mail, facsimile and other methods of reproducing or communicating writing in visible form.

32. Any Director or member of a committee of the Board may participate in a meeting of the Directors or such committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the Chairman of the meeting is located.
33. The following sentence shall be added to Regulation 72 of Table A: "Any committee shall have power unless the Directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a Director or Directors of the Company."
34. The remuneration of a Managing Director appointed by the Directors in accordance with Regulation 84 of Table A may be by way of salary, commission, bonus, participation in profits, or otherwise or partly in one way and partly in another, as the Directors may determine.
35. The Company may by ordinary resolution appoint a person who is willing to act as a Director either to fill a vacancy or as an additional Director.
36. If and so long as the minimum number of Directors specified under these Articles is one, a sole Director may exercise all the powers conferred on the Directors by these Articles, and shall do so by resolution in writing signed by him and, so long as there is such sole Director, Regulations 88 to 90 inclusive of table A shall not apply to the Company.

Secretary

37. The Directors shall appoint a Secretary and may also appoint an Assistant Secretary and temporary substitutes for the Secretary. Any such Assistant Secretary or temporary substitutes shall for the purpose of these Articles be deemed to be and may fulfil the duty of the Secretary subject to any limitation prescribed by the Directors.

Authentication of Documents

38. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors or any committee of the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts. A document purporting to be a copy of a resolution, or an extract from the minutes of a meeting of the Company or of the Directors or any committee of the Directors which is certified as aforesaid shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such minutes or extract is a true and accurate record of proceedings at a duly constituted meeting.

Company Seal

39. (i) The Company may have a Seal if it so wishes. If the Company has a Seal the Directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Director and the Secretary or by a second Director.
- (ii) Notwithstanding the provisions of Sub-clause (i) hereof any Conveyance, Assignment, Transfer or Lease whether by way of sale, purchase or exchange relating to:
- (a) any dwelling erected or in the course of erection by or on behalf of the Company together with any land relating thereto;
 - (b) any dwelling converted or refurbished or in the course of conversion or refurbishment by or on behalf of the Company together with any land relating thereto; or
 - (c) any existing dwelling acquired or in the course of being acquired by the Company for the purpose of resale together with any land relating thereto

to which the seal shall be affixed shall be signed by a Director or the Secretary or by some other person appointed by the Directors as an Authorised Signatory for that purpose and no counter-signature shall be required for any such Conveyance, Assignment, Transfer or Lease.

Indemnity

40. Regulation 118 of Table A shall not apply to the Company. Subject to the provisions of and so far as may be permitted by the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director, Secretary, Auditor or other officer of the Company shall be entitled to be indemnified by the Company out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the actual or purported exercise of his powers or execution of the duties of his office or otherwise in relation thereof, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the court, or which are otherwise disposed of without any finding or admission of any material breach of duty on his part, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto.
41. The Directors shall have power to purchase and maintain for any Director, Secretary, Auditor or other officer of the company insurance against any such liability as is referred to in Section 310(1) of the Act.

Notices

42. Any notice required by these Articles to be given by the Company may be given by any written documentary form including by means of telex, cable, electronic mail or facsimile, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of table A shall be amended accordingly.

NAME AND ADDRESS OF SUBSCRIBER

Number of shares
taken by
the Subscriber

Steven John Leverett
11 Derwent Close
Horsham
West Sussex
RH12 4GW



ONE

Dated the 15th day of April 2003

WITNESS to the above signatories:-

Tara Cross
11 Cornflower Way
Southwater
West Sussex
RH13 9WB

