

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

POSOL RESIDENTS MANAGEMENT COMPANY LIMITED

1. The name of the Company is "POSOL RESIDENTS 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 act as the management, maintenance and service company for the residential housing estate at Port Solent North Harbour Portsmouth Hampshire (hereinafter called "the Estate") and for the residential mooring areas ("the Mooring Areas") adjacent to the Estate and in connection therewith to acquire and hold and dispose of for the benefit of the members of the Company any freehold or leasehold interest in the Estate or the Mooring Areas or in any part or parts thereof respectively and to do all acts matters and things as may be or become necessary incidental or conducive to the management, administration, maintenance, repair, servicing, preservation or improvement of the Estate and the Mooring Areas and the amenities and services of the Estate and the Mooring Areas generally and for engaging employees to provide amenities and services for the Estate and the Mooring Areas and the residents and users thereof and the placing and maintaining of policies of insurance in respect of the common parts of the Estate and in respect of the Mooring Areas.

(b) To do all or any of the works or things following (either on its own behalf or with others interested therein) that is to say, all works and

things requisite necessary convenient or desirable for maintaining servicing repairing and renewing the common parts and facilities of the Estate and the maintaining servicing repairing and renewing of the Mooring Areas.

(c) To enter into transfers leases underleases or sub-underleases covenants and other instruments whereby the Company may or shall assume liabilities and responsibilities for carrying out obligations of all kinds of or in connection with the Estate and the Mooring Areas and the residents and users thereof.

(d) To manage, administer and deal with land and buildings and moorings whether belonging to the Company or not and to collect rents and income and provide and supply to or for owners and occupiers of land or buildings or moorings services and goods of all kinds.

(e) To purchase take on lease or underlease or in exchange hire or otherwise acquire any real or personal property which may be deemed necessary convenient or desirable for any of the purposes of the Company.

(f) To construct, alter and maintain any building services facilities or works necessary or convenient or desirable for any of the purposes of the Company or for the use of or as an amenity for the Estate or the Mooring Areas or the residents or users thereof and to join with any other person or company in doing any of these things.

(g) To take any gift of any real or personal property for any one or more of the objects of the Company whether or not subject to any special trust or condition.

(h) To borrow or raise money in any currency and to give security for the repayment thereof by the issue of debentures, debenture stock, mortgages, bonds or other instruments with or without a floating or fixed charge on the undertaking or all or any of the assets of the Company, including its uncalled capital, and generally on such terms and conditions as to redemption or otherwise as the Company may deem fit.

(i) To undertake and execute any trust or agency business (whether gratuitously or otherwise) the undertaking whereof may seem desirable whether as being

convenient for or conducive to any of the objects of the Company or as being a convenience or amenity for the Estate or the Mooring Areas or for the residents or users thereof.

(j) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

(k) To carry on all or any of the following businesses namely, builders and contractors, carpenters, decorators, gardeners, engineers, merchants of and dealers in stone, sand, lime, bricks, timbers, iron steel hardware, paint and other building or decorating requisites, electrical agents and insurance agents.

(l) To sell, let or dispose of all or any of the property of the Company whether real or personal.

(m) To enter into and make and be party to and accept such covenants obligations and agreements in relation to or in connection with the Estate or the Mooring Areas or any other land or personal property as the Company may think fit.

(n) To carry on any other trade or business or undertake any obligations duties and responsibilities whatsoever which can in the opinion of the Company be advantageously carried on or undertaken by the Company in connection with or ancillary to any of the above objects.

(o) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(p) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint adventure or reciprocal concession, or for limited competition with any company carrying on

or engaged in, or about to carry on or engage in, any business or transaction which the Company is authorised to carry on or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(q) To improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with, all or any part of the property and rights of the Company.

(r) To give such guarantees and indemnities as the Company shall think fit whether or not for any consideration.

(s) To do all such other things as are incidental to or conducive to the attainment of the above objects or any of them.

(t) To do all or any of the things hereinbefore authorised either alone or in conjunction with or as trustee or agents for others or by or through trustees or managing agents and either with or without the intention or object of profit and whether gratuitously or otherwise.

Provided always that the objects set forth in any subclause of this Clause shall not, except when the context expressly so requires, be in any wise limited or restricted by reference to or inference from the terms of any subclause or by the name of the Company. None of such subclauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary to the objects mentioned in the first subclause but the Company shall have full power to exercise all or any of the powers conferred by any parts of this Clause notwithstanding that the business undertaking property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first subclause of this Clause.

4. The liability of the Members is limited.

5. The income and profits of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in the

Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever (other than as aforesaid) by way of profit to Members of the Company; providing that nothing herein shall prevent (i) the reimbursement to Members of the Company of any monies received by the Company from such Members which are surplus to the Company's requirements or (ii) the payment is good faith (subject to Article 24 of the Company's Articles of Association) of reasonable remuneration to any Director or servant of the Company or to any Member of the Company in return for any services actually rendered to the Company.

6. The Share Capital of the Company shall be £800 divided into 440 'A' Ordinary Shares of £1 each and 360 'B' Ordinary 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	Number of Shares taken by each Subscriber
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(sgd.) J.N.P. Whitfield	One share
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J.N.P. WHITFIELD
"Jadica"
Camp End Road,
Weybridge, Surrey

(sgd.) M.R. Watton	One share
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M.R. WATTON
1B Holmesdale Road,
Teddington, Middlesex

DATED this 6th day of July 1988

WITNESS to the above signatures :-

(sgd.) D.M. Cooke

D.M. COOKE
Hale Court
Lincoln's Inn
LONDON
WC2A 3UW

Solicitor