

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

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 black lettering

[] [] [] []

[]

Name of company

* FINANCIAL ASSOCIATES LIMITED

* insert full name of Company

I, PETER ANTHONY MULHOLLAND of 15/16 London Street Wolverton Court Basingstoke Hampshire RG21 1NT

† delete as appropriate

[Handwritten signature]

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 1209 London Street Basingstoke, Hants

Declarant to sign below

the 17th day of June One thousand nine hundred and ninety two before me [Signature]

[Handwritten signature: P. Anthony Mulholland]

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

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

JOHN PHILLIPS & CO. SOLICITORS WOLVERTON COURT 15/16 LONDON STREET BASINGSTOKE, HANTS. RG21 1NT

6/JD/CHOICE

For official Use New Companies Section Post room





OYEZ
CHA1

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

This form should be completed in black.

Company name (in full)

CM	2725978	For official use	<input checked="" type="checkbox"/>
FINANCIAL ASSOCIATES LIMITED			

Registered office of the company on incorporation.

RO	Wolverton Court		
	15/16 London Street		
Post town	Basingstoke		
County/Region	Hampshire		
Postcode	RG21 1NT		

If the memorandum is delivered by an agent for the subscribers of the memorandum mark 'X' in the box opposite and give the agent's name and address.

X

Name	JOHN PHILLIPS & CO		
RA	Wolverton Court		
	15/16 London Street		
Post town	Basingstoke		
County/Region	Hampshire		
Postcode	RG21 1NT		

Number of continuation sheets attached

0

To whom should Companies House direct any enquiries about the information shown in this form?

JOHN PHILLIPS & CO			
15/16 London Street		Wolverton Court	
Basingstoke	Hampshire	Postcode	RG21 1NT
Telephone	(0256) 460830	Extension	Ref: 6

Forenames

BETTY ANN

Surname

SYLVESTER

*Honours etc

-

Previous forenames

-

Previous surname

GELL

Address

AD 8 SEVERN WAY

RIVERDENE

Post town BASINGSTOKE

County/Region HAMPSHIRE

Postcode RG21 2BZ | Country ENGLAND

I consent to act as secretary of the company named on page 1

Consent signature

Signed

Basil Sylvester

Date 17.6.1992

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name

*Style/Title

CD MR

Forenames

JAMES ROBERT

Surname

BRYCE

*Honours etc

-

Previous forenames

-

Previous surname

-

Address

AD "Lavells",

New Road

Post town HOOK, NR. BASINGSTOKE

County/Region HAMPSHIRE

Postcode RG27 9LB | Country ENGLAND

Date of birth

DO 04 02 70

Nationality **NA** BRITISH

Business occupation

OC Financial Consultant. ✓

Other directorships

OD NONE. ✓

I consent to act as director of the company named on page 1

* Voluntary details

Consent signature

Signed

[Signature]

Date 17.6.1992

Name ***Style/Title**
 Forenames
 Surname
***Honours etc**
 Previous forenames
 Previous surname

GD MRS
 BETTY ANN
 SYLVESTER

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

GELL
AD 8 SEVERN WAY
 RIVERDENE
 Post town BASINGSTOKE
 County/Region HAMPSHIRE
 Postcode RG21 2BZ Country ENGLAND

Date of birth
 Business occupation
 Other directorships

DO 1 13 0 19 4 16 Nationality **NA** BRITISH
OC Secretary
OD X NONE

*** Voluntary details**

Consent signature

I consent to act as director of the company named on page 1
 Signed x *Ba Sylvester* x Date 17.6.1992

Delete if the form is signed by the subscribers.

~~Signature of agent on behalf of all subscribers Date~~

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

Signed *[Signature]* Date 17.6.1992
 Signed *Ba Sylvester* Date 17.6.1992
 Signed Date
 Signed Date
 Signed Date
 Signed Date

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

THE COMPANIES ACT, 1985
AND
THE COMPANIES ACT, 1989



PRIVATE COMPANY LIMITED BY
SHARES

2725978.

MEMORANDUM OF ASSOCIATION
OF
FINANCIAL ASSOCIATES LIMITED

1. The name of the Company is FINANCIAL ASSOCIATES Limited
2. The registered office of the Company is to be situated in England and Wales
3. The objects for which the Company is established are:
 - (a) To carry on all or any of the businesses of insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and travel agents, estate and business developers, commission and manufacturers' agents, surveyors, auctioneers, claims assessors, building contractors, financiers, trade credit and status enquiry agents, valuers, assessors, assessors' agents arbitrators and specialists and general agents for the transaction of life, pension, house, motor, marine, fire, employers' liability, accident, burglary and other insurance business; agents for effecting insurance and obtaining policies in respect of all and every kind of risk and against death, injury or loss arising out of, or through or in connection with any accidents to human beings against loss or damage to real or personal property; commission and business agents, land, house and general property agents, bill brokers, business transfer agents and agents for the purchase and sale of annuities, and for negotiating loans; to make advances upon the security of land or house or other property or any interest therein, and generally to deal in, traffic with by way of sale, lease, mortgage, exchange, development or otherwise and to let for building, development, investment or any other purpose any land or house property or estates, and any other property, whether real or personal of any nature or kind whatsoever and any interest therein, whether in reversion, remainder or expectancy; to undertake and carry on any business, transaction or operation capable of being undertaken or carried on by insurance brokers and agents, commission agents, financiers, general agents and the like.
 - (b) To buy, sell, manufacture, repair, alter and otherwise deal in apparatus, plant, machinery, fittings, furnishings, tools, materials, products and things of all kinds capable of being used for the purposes of the above-mentioned businesses or any of them or likely to be required by the customers of the company.

38814

- (c) To purchase, take on lease or on hire or otherwise acquire, hold, develop, sell, hire out, grant leases or licences or otherwise dispose of or deal with real and personal property of all and any kinds and any interest right or privilege therein, for such consideration and on such terms as may be considered expedient.
- (d) To purchase, subscribe for or otherwise acquire, and hold and deal with, any shares, stocks, debentures, bonds or securities of any other company.
- (e) To sell or otherwise dispose of the whole or any part of the business and/or undertaking of the Company, either together or in portions for such consideration and on such terms as may be considered expedient.
- (f) To purchase or otherwise acquire and undertake, and to supervise and manage, all or any part of the business, property, assets and liabilities of any person or company.
- (g) To invest and deal with the monies of the Company not immediately required for the purpose of its business in or on such investments or securities and in such manner as may be considered expedient, and to dispose of or vary any such investments or securities.
- (h) To enter into any partnership or into any arrangement for sharing profits or to amalgamate with any person or company carrying on or proposing to carry on any business.
- (i) To lend or advance money or give credit to such persons or companies and on such terms as may be considered expedient, and to receive money on deposit or loan from any person or company.
- (j) To borrow or raise money on such terms and on such security as may be considered expedient and, in particular, but without limiting the generality of the foregoing, by the issue or deposit of debentures, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien upon the whole or any part of the undertaking, property, assets of the Company both present and future, including its uncalled capital.
- (k) To give indemnity for, or to guarantee, support or secure the performance of all or any of the obligations of any person or company whether by personal covenant or by mortgage, charge or lien on the whole or any part of the undertaking, property and assets of the Company both present and future, including its uncalled capital, or by all or any of such methods; and in particular, but without limiting the generality of the foregoing, to give indemnity for, or to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien, or by all or any such methods, the performance of all or any of the obligations (including the repayment or payment of the principal and premium of, and interest on, any securities) of any company which is for the time being the Company's holding company or subsidiary or another subsidiary of any such holding company.
- (l) To pay for any property, assets or rights acquired by the Company

and to discharge or satisfy any debt, obligation or liability of the Company, either in cash or in shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any other securities which the Company has power to issue, or partly in one way and partly in another, and generally on such terms as may be considered expedient

- (m) To accept payment for any property, assets or rights disposed of or dealt with or for any services rendered by the Company, or in discharge or satisfaction of any debt, obligation or liability to the Company, either in cash or in shares, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in any other securities, or partly in one way and partly in another, and generally on such terms as may be considered expedient.
- (n) To form, promote, finance or assist any other company, whether for the purpose of acquiring all or any of the undertaking, property and assets of the Company or for any other purpose which may be considered expedient.
- (o) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, stocks, debentures, bonds and other securities of any company on such terms as to remunerate and otherwise as may be considered expedient.
- (p) To apply for, purchase or otherwise acquire and hold, use, develop, sell, licence or otherwise dispose of or deal with patents, copyrights designs, trade marks, secret processes, know-how and inventions and any interest therein.
- (q) To draw, make, accept, endorse, negotiate, discount, execute, and issue promissory notes, bills of exchange, scrip warrants and other transferable or negotiable instruments.
- (r) To establish and maintain or procure the establishment and maintenance of, any pension superannuation funds or retirement benefit schemes (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, emoluments and any other relevant benefits to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary or holding company of the Company or which is a subsidiary of any such holding company or is allied to or associated with the Company, or any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well being of, the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments, for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to

do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid and without prejudice to the generality of the foregoing to act either alone or jointly as trustee or administrator for the furtherance of any of the aforesaid purposes.

- (s) To establish, on and subject to such terms as may be considered expedient, a scheme or schemes for or in relation to the purchase of, or subscription for, any fully or partly paid shares in the capital of the Company by, or by trustees for, or otherwise for the benefit of, employees of the Company or of its subsidiary or associated companies.
- (t) To the extent permitted by law to give financial assistance for the purpose of the acquisition of shares of the Company or for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan, guarantee, indemnity, the provision of security or otherwise.
- (u) To subscribe or guarantee money for any national, charitable, benevolent, public, general, political or useful object, and to undertake and execute any trusts the undertaking whereof may be considered expedient, and either gratuitously or otherwise.
- (v) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority any rights, concessions, privileges, licences and permits and to promote any legislation, as may be considered expedient.
- (w) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.
- (x) To remunerate any person or company rendering service to the Company in any manner and to pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company and of any other company formed, promoted, financed or assisted by the Company, or which the Company shall consider to be in the nature of preliminary expenses in relation to the Company or any such other company, including the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters.
- (y) To carry on any business which, in the opinion of the Directors of the Company, may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or calculated directly or indirectly to enhance the value of or render profitable and of the property of the Company or to further any of its objects and to do all other things as may be incidental or conducive to the attainment of any of the objects of the Company.
- (z) To do all or any of the above things in any part of the world,

either alone or in conjunction with others, and either as principals, agents, contractors, trustees or otherwise and either by or through agents contractors, trustees or otherwise.

It is hereby declared (1) that the expression "subsidiary" and "holding company" where they appear in this Clause shall have the meanings ascribed to those expressions by Section 144 of the Companies Act 1989; (2) that, where the context so admits, the word "company" in this Clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1989; and (3) that the objects specified in each of the sub-clauses of this Clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company, but it may be carried out in as full and ample a manner and construed in as wide a sense as if defined the objects of a separate and distinct company.

- 4. The liability of Members is limited.
- 5. The share capital of the Company is £1,000.00 divided into 1,000 shares of £1.00 each.

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
------------------------------------	---

James Robert Bryce
"Lavells"
New Road
Hook
Basingstoke
Hampshire. RG27 9LB

1

Betty Ann Sylvester
8 Severn Way
Riverdene
Basingstoke
Hampshire. RG21 2BZ

1

Dated this 17th day of June 1992

Witness to the above Signatures:

Meunier
BL MEUNIER
71 ELLINGTON DRIVE
BASINGSTOKE
HAMPSHIRE.

FINANCIAL CONSULTANT

THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 1989

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
FINANCIAL ASSOCIATES LIMITED

Interpretation

1 In these Articles, if not inconsistent with the subject or context, the following words and expressions shall have the following meanings:

"THE ACT" means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force

"TABLE A" means Table A in the Schedule to the Companies (Tables A-F) Regulations 1985.

Table A

2 The regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.

3 Regulations 8, 24, 41, 59, 64, 65, 73 to 78, 80, 94 and 118 of Table A shall not apply to the Company.

Share Capital

4 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 time or times as they think fit, provided that no shares shall be issued at a discount.

5 The maximum normal amount of share capital which the directors may allot or otherwise dispose of in accordance with article 4 shall be the nominal amount of unissued shares at the date of incorporation of the Company or such other amount as shall be authorised by the Company in general meeting.

6 The authority conferred on the directors by articles 4 and 5 shall remain in force for a period of 5 years from the date of incorporation of the Company and thereafter provided this authority is renewed from time to time by the Company in general meeting in accordance with section 80 of the Act.

7 The provisions of section 89(1) of the Act shall not apply to the Company.

Lien

8 The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that shares, and the Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person whether as a member or not and whether such moneys are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's lien on a share shall extend to any amount payable in respect of it.

Transfer of Shares

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

Proceedings at general meetings

10 If a quorum is not present within half an hour of the time appointed for a general meeting or if during a meeting such a quorum ceases to be present, the meeting, if convened on the requisition of members, shall be dissolved; in any case it shall stand adjourned to such day and at such time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

11 A poll may be demanded at any general meeting by any member entitled to vote thereat. Regulation 46 of Table A shall be modified accordingly.

12 On a show of hands or on a poll votes may be given either personally or by proxy.

Numbers of directors

13 Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum and the minimum number of directors shall be one.

Delegation of powers

14 The following sentence shall be inserted after the first sentence of regulation 72 of Table A.

Any committee of directors shall have the power unless the directors direct otherwise to appoint as a member or as members of the committee for any specific purpose any person or persons who are not directors of the Company.

Alternative directors

15 Any director (other than an alternative director) may appoint any person to be an alternative director and may remove from office an alternate director so appointed by him.

16 When an alternate director is also a director or acts as an alternate director for more than one director, such alternate director shall have one vote for every director so represented by him (in addition to his own vote if he is himself a director) and when so acting shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

Appointment and retirement of directors

17 The director shall not be subject to retirement by rotation and accordingly the final two sentences of regulation 79 of Table A shall not apply to the Company

18 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.

19 Any member or members holding a majority in nominal amount of the issued share capital which confers a right to attend and vote at general meetings may at any time appoint any person to be a director, whether as an additional director or to fill a vacancy, and may remove from office any director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a corporate member signed by any director thereof or by any person so authorised by resolution of the directors or of any other governing body thereof. Any such appointment or removal shall take effect when the notice effecting the same is delivered to the registered office or to the secretary of the Company, or is produced at a meeting of the directors. Any such removal shall be without prejudice to any claim which a director may have under any contract between him and the Company.

20 There shall be no age limit for directors of the Company.

21 A director shall not be required to hold any qualification shares in the Company.

Disqualification and removal of directors

22 Regulation 81 of Table A shall be amended by substituting for paragraphs (c) and (e) thereof the following provisions:

(c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or

(e) he is otherwise duly removed from office.

Proceedings of directors

23 Regulation 88 of Table A shall be amended by substituting for the sentence:

It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom

the following sentence:

Notice of every meeting of directors shall be given to each director or his alternative director, including directors and alternate directors who may for the time being be absent from the United Kingdom and have given the Company their address outside the United Kingdom.

24 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 the Articles, and shall do so by written resolution under his hand and, so long as there is such sole director, regulations 88 to 90 of Table A shall not apply to the Company.

25 Any director (including an alternate director) may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating 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.

26 Subject to such disclosure as is required by section 317 of the Act a director shall be entitled to vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interest of the Company.

The seal

27 In accordance with section 39 of the Act the Company may have an official seal for use in any territory, district or place elsewhere than in the United Kingdom.

Notices

28 Any notice required by these Articles to be given by the Company may be given any visible form on paper, including telex, facsimile and electronic mail, and a notice communicated by such forms of immediate transmission and 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.

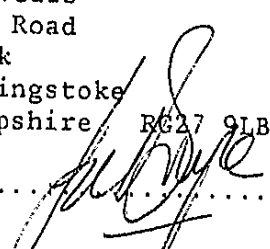
Indemnity

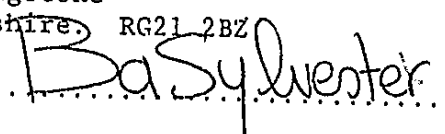
29 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company shall be entitled to be indemnified by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office including, but without prejudice to the generality of the foregoing, any liability incurred by him

(a) in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or which are otherwise disposed or without any finding or admission of any material breach of duty on his part, or (b) in connection with any application in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company

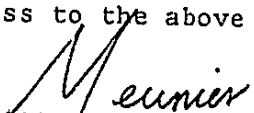
Names and addresses of subscribers

James Robert Bryce
"Lavells"
New Road
Hook
Basingstoke
Hampshire RG27 9LB


.....
Betty Ann Sylvester
8 Severn Way
Riverdene
Basingstoke
Hampshire RG21 2BZ


.....

Witness to the above signatures


.....
BL MEUNIER
71 ELLINGTON DRIVE
.....
BASINGSTOKE
HAMPSHIRE

FINANCIAL CONSULTANT

Dated the 17th day of June 1992



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

No. 2725978

I hereby certify that

FINANCIAL ASSOCIATES 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 24 JUNE 1992

A handwritten signature in cursive script that reads 'F. A. Joseph'.

F. A. JOSEPH

an authorised officer