

Number of
Company

2301930

[Form No. 41.]

"THE COMPANIES ACT, 1929."



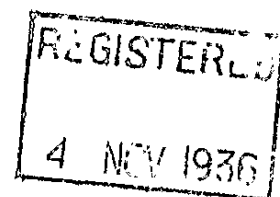
A
Companies
Registration
Fee Stamp
of 5s.
must be
impressed
here.

Declaration of Compliance

WITH THE

REQUIREMENTS OF THE COMPANIES ACT, 1929.

Made pursuant to Section 15, Sub-Section 2, of the Companies Act, 1929,
on behalf of a Company proposed to be registered as



PERIODIC PAYMENTS

Limited.

(See Page 2 of this Form).

HUTTON, HARTLEY & Co. Ltd.,

Legal and Commercial Manufacturing Stationers, Printers, Lithographers,
Relief Stampers and Account Book Makers,

Palatine House, 62 Victoria Street,

MANCHESTER 3.

TELEPHONE NO
P. 400145. 0501.

Presented by

31

of

Charles Walter Ruggles
2 Cooper Street
Manchester

Incorporated Accountant.

Hereby
"A Solicitor of
the Supreme
Court or in
Scotland "an
English Law
Agent" re-
garded in the
formation of
or "A person
named in the
Articles of
Association
as a
Director or
Secretary of."

Do solemnly and sincerely Declare that I am

a person

named in the Articles of Association

as a Director of

Periodic Payments

31

LIMITED,

and that all the requirements of The Companies Act, 1929, in respect of matters precedent to the registration of the said Company and incidental thereto 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."

NOTE.—This margin is reserved for binding, and must not be written across.

Declared at *Manchester*
in the County of *Manchester*

the *30th* day of *October*

One thousand nine hundred and *thirty*
before me,

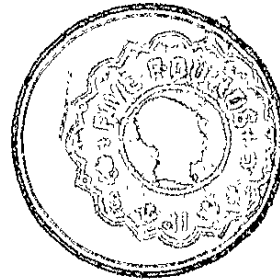
E. W. Redhead

A Commissioner for Oaths (or Notary
Public or Justice of the Peace).

Charles W. Ruggles

THE STAMP ACT, 1891 AND THE FINANCE ACT, 1933.

COMPANY LIMITED BY SHARES.



Duty at the
rate of 10/-
for every
£100 must
be impressed
here.

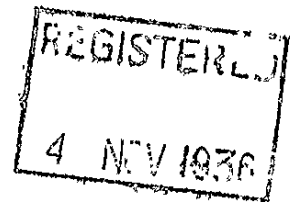
Statement of the Nominal Capital
OF

PERIODIC PAYMENTS

Limited,

Pursuant to Section 112 of the Stamp Act, 1891;
as amended by Section 41 of the Finance Act, 1933.

(See Page 2 of this Form).



The Statement is to be lodged with the Memorandum of Association and other
Documents when the Registration of the Company is applied for.

HUTTON, HARTLEY & Co. Ltd.,

Legal and Commercial Manufacturing Stationers, Printers, Lithographers,
Relief Stampers and Account Book Makers,

Palatine House, 62 Victoria Street,

MANCHESTER 3.

TELEPHONE NO.
MANCHESTER 16611

Presented by

THE NOMINAL CAPITAL

OF

PERIODIC PAYMENTS

LIMITED,

NOTE.—This margin is reserved for binding, and must not be written across.

is one thousand Pounds

divided into one thousand Shares

of one pound each.

Signature

Thomas J. Morgan

Description

Director

Dated the 30th day

of October 1926.

* * * This Statement should be signed by an Officer of the Company.



"THE COMPANIES ACT, 1929."

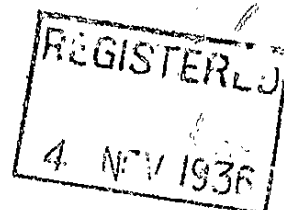


COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

PERIODIC PAYMENTS LIMITED.



1. The name of the Company is "PERIODIC PAYMENTS 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 general agents for or on behalf of owners or occupiers of houses, land or property of any description, and to do all things necessary for their assistance and protection in respect of their commitments to building societies, insurance companies, bankers, builders and governments and local authorities or otherwise.

(B) To act as agents for building societies, insurance companies, banks and builders.

(C) To promote, organise or carry out any scheme or proposition for the guidance, assistance and benefit of owners and occupiers of properties, lands and valuables of any description and to facilitate by assistance in any form whatsoever the payment of all liabilities accruing whatsoever to householders, homeowners, occupiers, and owners of business or other premises whatsoever.

- (D) To carry on the business as principals or agents of builders, owners or occupiers of property and premises of any description and manufacture, buy, sell, or own, anything of a nature considered to be of use, value or compatible with the protection, assistance and maintenance of property owners and occupiers of all and every description.
- (E) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (F) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any options, rights, privileges, or easements over or in respect of any land or property, and any buildings, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (G) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, factories, mills, offices, works, shops, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same, or join with others in so doing.
- (H) To acquire and 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 this 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 any arrangement for sharing profits, or for

co-operation, or for limiting competition, or for mutual assistance with 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.

- (I) To apply for, 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, protections, and concessions, and the like conferring any exclusive or non-exclusive right to use any secret or information which may appear likely to be advantageous or useful to the Company, and to 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 and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (J) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, sell, dispose of, turn to account, transfer, grant, or otherwise deal with all or any part of the property, rights, or options of the Company.
- (K) To invest and deal with the moneys of the Company not immediately required in such manner as may be from time to time determined.
- (L) To lend and advance money or give credit to such persons and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons.
- (M) 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, perpetual or otherwise, and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge or lien 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, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

- (N) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (O) 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.
- (P) To enter into any arrangements with any Governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company, or persons any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (Q) To procure the Company to be registered or recognised in any Colony or Dependency and in any Foreign Country or place.
- (R) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agent, brokers, sub-contractors, or others.
- (S) To remunerate any person, firm, or company rendering services to this Company, whether by cash payment, or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part, or otherwise.
- (T) To pay all or any expenses incurred in connection with the formation, promotion, 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, Debentures, Debenture Stock, or securities of this Company.

- (u) To promote any other company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company, or to enhance the value of any property or business of this 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.
- (v) To sell or otherwise dispose of the whole or any part of the undertaking 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.
- (w) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company, or of which this Company may have the power of disposing.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects, or any of them.

4. The liability of the Members is Limited.

5. The Share Capital of the Company is £1,000, divided into 1,000 Shares of £1 each. The Company has power from time to time to increase or reduce its Capital and to issue any Shares in the original or increased Capital with preferred, deferred, or other special rights or such restrictions, whether in regard to Dividend, voting, return of Capital, or otherwise, as the Company may from time to time by Special Resolution determine.

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.

NAME, ADDRESS, AND DESCRIPTION OF SUBSCRIBER.	Number of Shares taken by each Subscriber.
<i>John Ashcroft</i> <i>"Ashcroft"</i> 165 Blenheim Road, Pendleton, Balford. Company Director	One
<i>Norman Greenwood</i> <i>"White Cottage,"</i> Buxton Road, Stockport. Coal Merchant.	One
<i>Albert Ashcroft.</i> 19 Cavendish Road, Ellesmere Park, Eccles, Lancs. Company Secretary	One
<i>Reginald Bates Lloyd</i> <i>"Bradfield"</i> Hazelwood Rd. Barnesford, W. Stockport. Incorporated Accountant.	One

Dated the 30th day of October, 1936.

Witness to the above Signatures —

J. W. Medhead
41, St. John's Church Street
Manchester
Solicitor



"THE COMPANIES ACT, 1929."

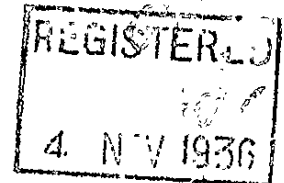


COMPANY LIMITED BY SHARES.

Articles of Association

OF

PERIODIC PAYMENTS LIMITED.



PRELIMINARY.

1. The Regulations contained in Table A in the First Schedule to the Companies Act, 1929 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses of Table A numbered 11, 13, 28, 39, 40, 54, 64, 66, 69, 72, 82, 101, 104 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses of Table A, the following shall be the regulations of the Company.

2. The Company shall not offer any of its Shares or Debentures to the public for subscription.

3. The number of the Members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company, were while in such employment and have continued after the determination of such employment to be Members of the Company) shall not at any time exceed fifty.

4. It shall be lawful for the Company to pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any Shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any Shares in the Company to any amount not exceeding ten per cent. of the price at which the Shares are issued.

5. The Company shall be entitled to treat the person whose name appears upon the Register in respect of any Share as the absolute owner thereof, and shall not be under any obligation to recognise any trust or equity or equitable claim to or partial interest in such Share, whether or not it shall have express or other notice thereof.

CALLS ON SHARES.

6. The Directors may from time to time make Calls upon the Members in respect of all moneys unpaid on their Shares, provided that no Call shall exceed one-half of the nominal amount of the Share, or be made payable within two months after the date when the last instalment of the last preceding Call shall have been made payable; and each Member shall, subject to receiving twenty-one days' notice at least, specifying the time and place for payment, pay the amount of Calls so made to the persons and at the times and places appointed by the Directors.

7. A Call may be made payable by instalments.

8. A Call shall be deemed to have been made at the time when the resolution of the Directors authorising such Call was passed.

9. If the Call payable in respect of any Share or any instalment be not paid before or on the day appointed for payment thereof, the holder for the time being of such Share shall be liable to pay interest for the same at such rate, not exceeding Ten pounds per centum per annum, as the Directors shall determine from the day appointed for the payment of such Call or instalment to the time of actual payment; but the Directors may, if they shall think fit, remit the payment of such interest or any part thereof.

10. If by the terms of the issue of any Shares or otherwise any amount is made payable at any fixed time or by instalments at any fixed times, every such amount or instalment shall be payable as if it were a Call duly made by the Directors, and of which due notice had been given; and all the provisions hereof with respect to the payment of Calls and interest thereon, or to the forfeiture of Shares for non-payment of Calls, shall apply to such amount or instalments and the Shares in respect of which they are payable.

11. The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the moneys uncalled or unpaid upon any Shares held by him.

FORFEITURE OF SHARES.

12. When any Shares shall have been forfeited, an entry shall forthwith be made in the Register of Members of the Company stating the forfeiture and the date thereof, and so soon as the Shares so forfeited shall have been disposed of an entry shall also be made of the manner and date of the disposal thereof.

13. The lien conferred by Clause 7 of Table A shall attach to fully paid Shares, and to 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 several joint holders.

TRANSFER OF SHARES.

14. The Directors may, in their absolute and uncontrolled discretion, refuse to register any proposed transfer of Shares; and Clause 19 of Table A shall be modified accordingly.

15. A Share may be transferred by a Member or other person entitled to transfer, to any Member selected by the transferor, but no Share shall be transferred to a person who is not a Member as long as any Member (or any person selected by the Directors as one whom it is desirable in the interests of the Company to admit to membership) is willing to purchase the same at the fair value.

16. In order to ascertain whether any Member or person selected as aforesaid is willing to purchase a Share the proposing transferor shall give notice in writing (hereinafter called the transfer notice) to the Company that he desires to transfer the same. Such notice shall specify the sum he fixes as the fair value, and shall constitute the Company his agent for the sale of the Share to any Member of the Company or person selected as aforesaid at the price so fixed or at the option of the purchaser at the fair value to be fixed by the Auditor in accordance with these Articles. The transfer notice may include several Shares, and in such case shall operate as if it were a separate notice in respect of each. The transfer notice shall not be revocable except with the sanction of the Directors.

17. If the Company shall within the space of 28 days after being served with such notice find a Member or person willing to purchase the Share (hereinafter called the purchasing Member) and shall give notice thereof to the proposing transferor, he shall be bound, upon payment of the fair value, to transfer the Share to the purchasing Member.

18. In case any difference arises between the proposing transferor and the purchasing Member as to the fair value of a share, the Auditor shall, on the application of either party, certify in writing the sum which, in his opinion, is the fair value, and such sum shall be deemed to be the fair value, and in so certifying the Auditor shall be considered to be acting as an expert, and not as an arbitrator, and accordingly the Arbitration Act, 1889, shall not apply.

19. If in any case the proposing transferor, after having become bound as aforesaid, makes default in transferring the Share, the Company may receive the purchase money, and shall thereupon cause the name of the purchasing Member to be entered in the Register as the holder of the Share, and shall hold the purchase-money in trust for the proposing transferor. The receipt of the Company for the purchase-money shall be a good discharge to the purchasing Member, and after his name has been entered in the Register in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

20. If the Company shall not within the space of 28 days after being served with a transfer notice, find a Member willing to purchase the Shares, and give notice in manner aforesaid, the proposing transferor shall at any time within three calendar months afterwards be at liberty to transfer the Shares or those not placed to any person and at any price.

BORROWING POWERS.

21. The Directors may at their own discretion and upon such terms in all respects as they think fit, raise or borrow money for the purpose of the Company's business, and may secure the repayment of the same by mortgage or charge upon the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued Capital, and may issue Bonds, Debentures or Debenture Stock, perpetual or redeemable either charged upon the whole or any part of the assets and property of the Company or not so charged, providing that the total amount so borrowed or raised and outstanding at any one time shall not without the consent of the Company in General Meeting exceed twice the amount of the nominal Capital of the Company.

22. The Register of Mortgages shall be open to inspection by any Creditor or Member of the Company without payment and by any other person on payment of the sum of One Shilling for each inspection.

23. A Register of the Holders of the Debentures of the Company shall be kept at the Registered Office of the Company, and shall be open to the inspection of the registered holder of any such Debentures and of any holder of Shares in the Company at any time subject to such restrictions as the Company may in General Meeting impose. The Directors may close the said Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

24. Any Debentures, Bonds, or other securities may be issued at a discount or otherwise.

GENERAL MEETINGS.

25. The Annual General Meeting of the Company shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as the Directors shall appoint. In default of a General Meeting being so held, a General Meeting may be convened by any two Members in the same manner as nearly as possible as that in which Meetings are to be convened by the Directors.

26. Two Members personally present at a General Meeting of the Company shall be a quorum, and Clause 45 of Table A shall be modified accordingly.

PROXIES.

27. No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the meeting at which he acts as a proxy or he has been appointed to act pursuant to Clause 63 of Table A, or is a Solicitor or professional Accountant; and Clause 59 of Table A shall be modified accordingly.

VOTES OF MEMBERS.

28. A poll shall be taken whenever demanded by two members together holding or representing by proxy not less than one-tenth of the capital of the Company for the time being issued; and Clause 50 of Table A shall be read as if this power to demand a poll were substituted for the powers therein contained.

29. Upon a show of hands every Member present in person shall have one vote only. Upon a poll every Member present in person or by proxy shall have one vote for every Share held by him, upon which there are no Calls in arrear.

DIRECTORS.

30. The number of Directors shall not be less than two or more than six.

31. The following persons shall be the first Directors of the Company: —

PETER ASHCROFT.

ALBERT ASHCROFT.

NORMAN GREENWOOD.

CHARLES YATES LLOYD.

The above Directors shall not be subject to Clauses 73 to 80 of Table A, and subject to Clauses 34 and 35 of these Articles, and shall only cease to be Directors upon death or retirement.

32. The quorum necessary for the transaction of business at a Directors meeting may be fixed by the Directors, and unless so fixed shall be two.

33. A resolution in writing signed by all the Directors shall be as valid and effective as if it had been passed at a Meeting of the Directors duly convened and constituted.

34. The qualification of every Director shall be the holding in his own right and as sole holder, of Shares of the Company to the nominal value of not less than £50. A first Director may act before acquiring his qualification, but shall in any case acquire his qualification within one month of being appointed a Director; and if such qualification shall not have been otherwise acquired within the time aforesaid he shall be deemed to have agreed with the Company to take from the Company so many Shares as shall be necessary to make up with the Shares (if any) which he then holds the amount of his said qualification and his name shall be entered in the Register of Members accordingly.

DISQUALIFICATION OF DIRECTORS.

35. The office of a Director shall be vacated —

- (A) If he become bankrupt or insolvent or compound with his creditors.
- (B) If he become of unsound mind or be found a lunatic.
- (C) If he be convicted of an indictable offence, other than and except an offence arising out of or connected

with the ownership or driving of a motor or other vehicle, or an office connected with any such vehicle, or in anywise relating thereto.

- (D) If he cease to hold the necessary qualification in Shares or do not obtain the same within one month from the date of his appointment.
- (E) If he absent himself from the Meetings of Directors for a period of six months without special leave of absence from the other Directors.
- (F) If he give the Directors one calendar month's notice in writing that he resigns his office.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Directors or an entry shall have been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

36. A Director may enter into contracts or arrangements or have dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company, provided that such Director discloses to the Board at or before the time when such contract, arrangement or dealing is determined upon his interest therein, or, if such interest is subsequently acquired, provided that he, on the first occasion possible discloses to the Board the fact that he has acquired such interest. But no Director shall vote as a Director in regard to any contract, arrangement, or dealing in which he is interested, or upon any matter arising thereout, nor shall he be reckoned in estimating a quorum when any such contract, arrangement or dealing is under consideration.

MANAGING DIRECTORS.

37. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such time and at such remuneration (whether by way of salary or commission or participation in profits, or partly in one way and partly in another) as they may think fit, and a Director so appointed shall not, while holding such office, be subject to retirement by rotation or be taken into account in determining

the rotation of retirement of Directors, but his appointment shall be subject to determination *ipso facto* if he shall cease from any cause to be a Director, or if the Company in General Meeting shall resolve that his tenure of such office be determined.

38 The Directors may from time to time confer upon and entrust to the Managing Director or Manager all or any of the powers of the Directors (excepting the power to make Calls, forfeit Shares, borrow money, or issue Debentures) that they may think fit. But the exercise of all powers by the Managing Director or Manager shall be subject to such regulations and restrictions as the Directors may from time to time impose, and the said powers may at any time be withdrawn, revoked, or varied.

NOTICES.

39. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company.

WINDING UP.

40. With the sanction of an Extraordinary Resolution of the Shareholders, any part of the assets of the Company, including any shares in other companies, may be divided between the Members of the Company in specie, or may be vested in trustees for the benefit of such members, and the liquidation of the Company may be closed and the Company dissolved, but so that no Member shall be compelled to accept any shares whereon there is any liability.

41. The assets of the Company available for distribution among the Members shall be applied - First, in repaying to the holders of Preference Shares (if any) the amounts paid up or credited as paid up on such Preference Shares respectively; Secondly, in repaying to the holders of Ordinary Shares the amounts paid up or credited as paid up on such Ordinary Shares respectively; and the balance (if any) shall be distributed among all the holders of shares in the Company in proportion to the number of shares held by them respectively.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

John Ashcroft
"Ashbury",
165 Claremont Road,
Pendleton,
Salford.
Company Director

Norman Greenwood
"White Cottage",
Buckton Road,
Wockport.
Coal Merchant.

Alfred Ashcroft.
19 Cavendish Road,
Ellesmere Park,
Eccles,
Lancs.

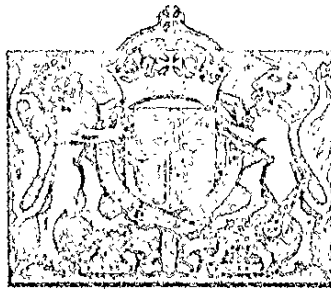
Charles Miles Knight Company Secretary
"Bradfield"
Hazelwood Road,
Daresbury,
W. Stockport. Incorporated

Dated the 30th day of October, 1936. (Accountant)

Witness to the above Signatures -

W. Medhead
41 John Dalton Street
Manchester
Solicitor

No. 320321



Certificate of Incorporation

I Hereby Certify,

That

PANICOLIC PATENTS LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this fourth day of November One

Thousand Nine Hundred and thirty-six

Registrar of Companies.

Certified
corrected by

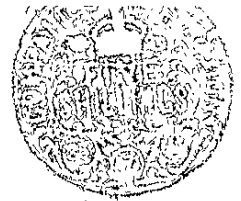
L. Boulle

in depositions. Jm. L. L. L.

Date. 4/11/36

Number of Company { 320,321. }

It is essential that the Company's Number be given.



The Companies Act, 1948.

[COPY]

Special Resolution

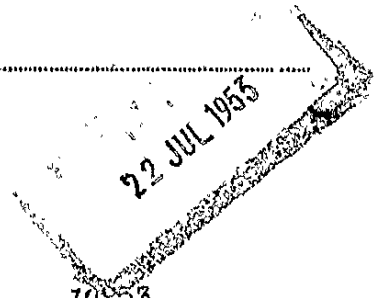
*(Pursuant to Section 141 (2) of the Companies Act, 1948)

OF

PERIODIC PAYMENTS

Limited.

Passed 15TH JULY, 1953.



Telegrams: "WOODROW," LIVERPOOL, 2

Telephone: CENTRAL 3881 (5 Lines).

H. T. WOODROW & CO. LTD.

Limited Company Printers, Publishers, Stationers,
and Registration Agents.

COOK STREET, LIVERPOOL, 2.

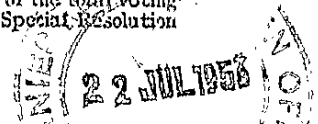
P.T. 6428. 7/52.

Presented by

RYCE HALL & CO.

1/3 SPALLY SER. 39, LIVERPOOL, 1.

*NOTE.-- A Resolution shall be a Special Resolution when it has been passed by a majority of not less than three-fourths of such members as, being entitled so to do, vote in person or where proxies are allowed by proxy, at a General Meeting of which not less than twenty-one days' notice specifying the intention to propose the Resolution as a Special Resolution, has been duly given: Provided that, if it is so agreed by a majority in number of the members having the right to attend and vote at any such meeting, being a majority together holding not less than ninety-five per cent in nominal value of the shares giving that right, or, in the case of a company not having a share capital, together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members, a resolution may be proposed and passed as a Special Resolution at a meeting of which less than twenty-one days' notice has been given



Special Resolutions for filing at the Companies Registry must be **PRINTED**. Exempt Private Companies may file a copy in some other form (e.g., Handwritten, Typewritten) approved by the Registrar of Companies, except where a Resolution, passed as an Ordinary Resolution, increases the Nominal Share Capital of the Company in which case all such Resolutions must be filed in **PRINTED** form.

Where printing is not adopted the following Certificate **MUST** be completed :—

EXEMPT PRIVATE COMPANY.

"We certify that, to the best of our knowledge and belief, the conditions mentioned in subsection (2) of section one hundred and twenty-nine of the Companies Act, 1948, are satisfied at the date of this return and have been satisfied at all times since * 1ST JULY 1948."

Signed..... *W. J. L. L. L.* Director.

Signed..... *B. L. L.* Secretary.

*Insert "1st July, 1948" (the date of the commencement of The Companies Act, 1948) or, if the Company was registered after that date, the date on which it was registered, or, if the proviso to section 129 (1) of The Companies Act, 1948, has effect in relation to the Return, the date at which it was shown to the Board of Trade that the conditions mentioned in the certificate above were satisfied.

Special Resolution

OF

PERIODIC PAYMENT

Limited.

At an EXTRAORDINARY GENERAL MEETING of the members of the
above-named Company, duly convened, and held at (1) 2, COOPER STREET,
MANCHESTER. 2.

on the 15TH day of JULY 1953.

the following SPECIAL RESOLUTION was duly passed:—

RESOLUTION.

"That Clause 34 of the Articles of Association of the
Company be deleted and that Clause 66 of Table A in the
first schedule of the Companies Act, 1929, remain
excluded".

Witness to the signature

of
Name
Address

Signature

*Officer

[Handwritten Signature]

[Handwritten Name]

COMPANIES ACTS 1948 TO 1976

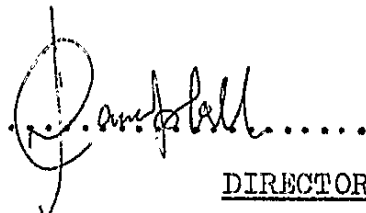
COMPANY LIMITED BY SHARES

PERIODIC PAYMENTS LIMITED
=====

Special Resolution

(Passed on **10th** June 1977 at an Extraordinary General Meeting held at 29 Booth Street Manchester M60 2DU)

THAT the Articles of Association of the Company be amended by adopting new Articles of Association in the form of the draft Articles of Association annexed to the Notice of this Meeting.


DIRECTOR



COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of
Periodic Payments

LIMITED

(Adopted by Special Resolution passed 10th June 1977)

1. The regulations contained in Part II of Table A in the First Schedule of the Companies Act 1948 (hereinafter called "Table A") shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these regulations.
2. Regulations 24, 53, 75, 77 and 89 to 97 (inclusive) in Part I of Table A and regulation 5 in Part II of Table A shall not apply to the Company.
3. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.
4. Until otherwise resolved by the Company in General Meeting the Directors shall be not less than two nor more than twelve in number.



5. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as alternate Director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall ipso facto vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this clause shall be effected in writing under the hand of the Director making the same.
6. A Director who declares his interest therein in manner provided by the Act may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration and paragraphs (2) and (4) of regulation 84 in Part I of Table A shall not apply to the Company.
7. The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" at the end of regulation 86 in Part I of Table A shall not apply to the Company.

8. A Director and alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.
9. No person shall be disqualified from becoming a Director by reason of his attaining or having attained the age of 70 or any other age.
10. The proviso to regulation 79 in Part I of Table A shall not apply to the Company.
11. A Member or Members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf, and shall take effect upon lodgement at the registered office of the Company or such later date as may be specified in the instrument.
12. 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, so long as the maximum number of Directors fixed by or pursuant to these Articles is not thereby exceeded.

ASSOCIATED OFFICES AT LONDON, BEDFORD, BIRMINGHAM, BOURNEMOUTH, BRADFORD, BRISTOL, CARDIFF, EASTBOURNE, EDINBURGH, GLASGOW, LEEDS, LEICESTER,
LIVERPOOL, NEWCASTLE, NORTHAMPTON, OXFORD, PORTSMOUTH, SHEFFIELD
REPRESENTED IN PRINCIPAL COUNTRIES THROUGHOUT THE WORLD

THORNTON BAKER & CO.
CHARTERED ACCOUNTANTS

D. NEVILLE WALTON
HAROLD B. VANSTONE
CYRIL VINTES
JOHN C. F. BOLTON
WILLIAM A. BOLTON
ROBERT HAYTON

DERCK WEBSTER
G. EDWARD BASKERVILLE
GEOFFREY J. WALLWORK
A. J. WESTALL
H. P. BEE
J. D. BEE

W. J. SHADBOLT
J. A. SOWDEN
J. P. HARDMAN
A. M. MILLING
J. P. PERCY
D. L. SPENCE

BRAZENNOSE HOUSE,
BRAZENNOSE STREET,
MANCHESTER,
M2 5AX

TELEPHONE: 061-834 5414

AND AT PRESTON, BLACKPOOL,
FLEETWOOD, LANCASTER, MORECAMBE

320321/65

YOUR REF.

OUR REF.

Y.1181/1

10th June 1977

Gentlemen,

We hereby give you notice of our resignation as auditors of your Company with effect from the date on which this notice is deposited at the registered office of the Company and we confirm that there are no circumstances connected with our resignation which we consider should be brought to the notice of the members or the creditors of the Company.

We confirm that we have no claim for compensation for loss of office or otherwise.

Yours faithfully,

Thornton Baker & Co.

THORNTON BAKER & CO.

16

The Directors,
Periodic Payments Limited



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£4500

COMPANIES
REGISTRATION

COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

PERIODIC PAYMENTS LIMITED

Special Resolution

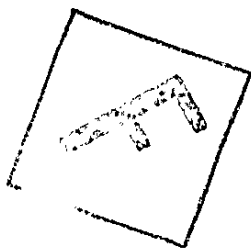
(Passed on the 10th June 1977 at an Extraordinary General Meeting held at 29 Booth Street Manchester M60 2DU)

THAT the name of the Company be changed to
SECURE HOMES MANCHESTER LIMITED.

Samphell
.....
DIRECTOR

55





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 320321

67

I hereby certify that

PERIODIC PAYMENTS LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

SECURE HOMES MANCHESTER LIMITED

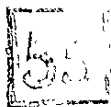
Given under my hand at Cardiff the

1ST JULY 1977

D. A. Pennington

D. A. PENNINGTON

Assistant Registrar of Companies



A

Please do not
write in this
binding margin

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

THE COMPANIES ACTS 1948 TO 1981

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

Pursuant to section 3 (1) of the Companies Act 1976

Form No. 9

3

To the Registrar of Companies

For official use

Company number

81

320321

Name of company

SECURE HOMES (MANCHESTER) LIMITED.

NOTE

Please read
notes 1 to 5
overleaf before
completing this
form

hereby gives you notice in accordance with section 3 (1) of the Companies Act 1976 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 as shown below:

Day Month

3 1 1 2

†delete as
appropriate

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] † on

Day Month Year

3 1 1 2 1 9 8 4

See note 4 (c)
and complete if
appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3 (6) (c) of the Companies Act 1976, the following statement should be completed:

†delete as
appropriate

The company is a [subsidiary] [holding company] † of N/A

, company number

the accounting reference date of which is

§delete as
appropriate

Signed W. C. Chaff [Director] [Secretary] § Date 27.12.84

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

BOWKER, STEVENS & CO.,
GRIFFIN HOUSE,
18/19 LUDGATE HILL,
BIRMINGHAM B3 1DR.

Ref. CHL/BM/RM

For official use
General section

Post room



THE COMPANIES ACT 1985



SPECIAL RESOLUTION

- of -

SECURE HOMES MANCHESTER LIMITED

(Registered Number: 320321)

(Passed on the 24th day of April 1991)

At an Extrordinary General Meeting of the above named Company duly convened and held at Security House 23-27 Heathfield Road Kings Heath Birmingham on the 24th day of April 1991 the following Resolutions were passed as Special Resolutions:-

RESOLUTIONS

1. That the name of the Company be changed to "OBC INSURANCE CONSULTANTS LIMITED".
2. That the Memorandum of Association of the Company be and it is hereby altered by the deletion of clause 3(A) and by the insertion of the following in its place:-

"3(A) (i) To carry on business as consultants, advisers and managers in relation to insurance.

(ii) To carry on the business of insurance agents and underwriting agents in all its branches and in particular and without prejudice to the generality of the foregoing to carry on the business of agents for those classes of insurance business comprising motor insurance.

NW 6120 f
00 2639

(iii) To act as agents or managers for any insurance company club or association, or for any individual underwriter in connection with its or his insurance or underwriting business (wherever the same may be carried on) or any branch of the same; and to make arrangements for all classes of insurance and to enter into any agreements for any of the purposes aforesaid with any such company, club, association or underwriter.

(iv) To carry on the business of an insurance and guarantee company in all its branches, insure against risks of all kinds which are insured against by insurance companies or underwriters at Lloyds's, and to undertake all kinds of insurance risks and all kinds of guarantee and indemnity risks.

(v) To re-insure and counter-insure all or any risks, and to undertake all kinds of re-insurance and counter-insurance connected with any of the business aforesaid."



.....
R. Paston

CHAIRMAN

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 320321

I hereby certify that

SECURE HOMES MANCHESTER LIMITED

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

OBC INSURANCE CONSULTANTS LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 9 JULY 1991

A. Allen
A ALLEN

an authorised officer

DORMANT COMPANY RESOLUTION

COMPANY No. 320320

THE COMPANIES ACT 1985, SECTION 252 SPECIAL RESOLUTION OF

SECURE HOMES MANCHESTER

LIMITED

AT A GENERAL MEETING OF THE ABOVE-NAMED COMPANY,
HELD ON THE 21st DAY OF MAY 1990.

THE FOLLOWING SPECIAL RESOLUTION WAS DULY PASSED:-

EITHER

~~The company, having been dormant since its formation and no accounts having been laid before it in general meeting, resolves to make itself exempt from the obligation to appoint auditors as otherwise required by section 384 of the Companies Act 1985.~~

OR

The accounts of the company for the financial year ending 31/12/88 having been laid before the company at the meeting, and the company, having qualified as small in that year and having been dormant since the end of it, resolves to make itself exempt from the obligation to appoint auditors as otherwise required by section 384 of the Companies Act 1985.

SIGNED Uw.c. [Signature]
Director or Secretary of company

DATE 21/5/90



THE COMPANIES ACT 1985

SPECIAL RESOLUTION

- of -

SECURE HOMES MANCHESTER LIMITED

(Registered Number: 320321)

(Passed on the 24th day of April 1991)

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"3(A) (i) To carry on business as consultants, advisers and managers in relation to insurance.

(ii) To carry on the business of insurance agents and underwriting agents in all its branches and in particular and without prejudice to the generality of the foregoing to carry on the business of agents for those classes of insurance business comprising motor insurance.

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00 26

(iii) To act as agents or managers for any insurance company club or association, or for any individual underwriter in connection with its or his insurance or underwriting business (wherever the same may be carried on) or any branch of the same; and to make arrangements for all classes of insurance and to enter into any agreements for any of the purposes aforesaid with any such company, club, association or underwriter.

(iv) To carry on the business of an insurance and guarantee company in all its branches, insure against risks of all kinds which are insured against by insurance companies or underwriters at Lloyds's, and to undertake all kinds of insurance risks and all kinds of guarantee and indemnity risks.

(v) To re-insure and counter-insure all or any risks, and to undertake all kinds of re-insurance and counter-insurance connected with any of the business aforesaid."



.....
R. Paston

CHAIRMAN