

G

COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use

[] [] [] []

1065226

Name of company

* insert full
name of Company

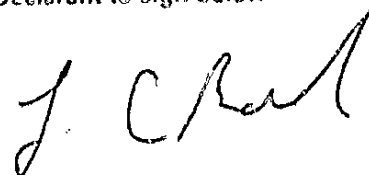
B.N.K. FINANCIAL SERVICES LIMITED

I, JONATHON CHARLES ROUND
of Standard House, 16/22 Epworth Street, London EC2A 4DRI declare as
appropriate

do solemnly and sincerely declare that I am a ~~(Solidly)~~ ~~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 Standard House,
16/22 Epworth Street
London EC2A 4DR

Declarant to sign below

the sixth day of November
One thousand nine hundred and ninety-five
before me W. Matthews

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

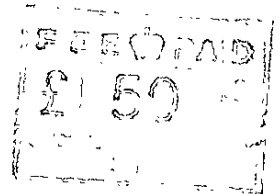
Presentor's name address and
reference (if any):SERVICES TO LAWYERS LTD
Standard House
16/22 Epworth Street
London EC2A 4DR

For official Use

New Companies Section

[] [] [] []

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

-of-

1985826

B.N.K. FINANCIAL SERVICES LIMITED

1. The Company's name is B.N.K. FINANCIAL SERVICES LIMITED.
2. The Company's registered office is to be situated in England.
- 3A. The Company's objects are:-



(i) To carry on all or any of the businesses of financiers and bankers, finance factors, bill discounters, moneylenders, exchangers of money in all currencies, issuers of travellers cheques, brokers, insurance and mortgage brokers, concessionaires, estate agents, building society agents, financial advisers and consultants and to generally advise, consult with, assist and generally provide financial advice, expertise and knowledge to persons, firms, corporations and others; to undertake and execute all kinds of financial, commercial, trading and other operations, and to carry on any other business (except the issuing of policies of assurance on human life) which may seem to be capable of being conveniently carried on in connection with any of these objects, or calculated, directly or indirectly, to enhance the value of, or facilitate the realisation of, or render profitable any of the property or rights of the Company.

S102
R372

(ii) To subscribe for, conditionally or unconditionally to underwrite, issue on commission or otherwise take, hold, deal in, and convert stocks, shares and securities of all kinds, and to enter into partnership, arrangement or scheme for sharing profits, union or interest, reciprocal concession, or co-operation with any person, firm or company and to promote and aid in the promotion of any business, firm or company for the purpose of acquiring and undertaking any property and liabilities of this Company or other, or of advancing, directly or indirectly, the objects thereof, or for any other purpose which the Company may think expedient.



- B. To carry on any other trade or profession which can, in the opinion of the Company, be conveniently carried on with, or, in addition to, any of the aforesaid objects.
- C. To purchase, take on lease, exchange, hire or otherwise acquire, hold, traffic in, and generally deal in lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any other real or personal property whatsoever and wheresoever for such consideration and upon such terms as may be deemed expedient.
- D. To erect, construct, lay down, alter, enlarge, convert, replace and maintain, whether permanent or temporary, any structure, building, works, machinery, whether as principal or agent, contributor or partner.
- E. To borrow, raise, and to secure the payment of monies in such manner as the Company shall think fit, in particular to borrow monies by the issue of debentures or debenture stock, to secure monies borrowed, or any other obligations of the Company by mortgage, charge, or other security on all or any of the Company's undertaking, property, assets, goodwill, book or other debts, including future property and uncalled Capital.
- F. To apply for, purchase, develop, or otherwise acquire any patents, licences, trade marks and the like, conferring exclusive, non-exclusive or limited right of user to any secret or other information and to any invention which may be calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise to turn to account any rights and information so acquired.
- G. To purchase, subscribe or otherwise acquire and hold as an investment any shares, debentures, debenture stock, bonds, stock or other securities issued by any company or association, or any supreme, municipal, local or other authority, whether in Great Britain or any other country or place.

- H. To issue, place, underwrite, guarantee or assist in the subscription of shares, debentures, debenture stock, bonds, securities of the Company upon such terms and conditions as may from time to time be agreed upon.
- I. To sell, lease, exchange, dispose of, turn to account, or otherwise deal in the whole or any part of the undertaking of the Company for any consideration as may be considered expedient.
- J. To invest and deal with the monies of the Company not immediately required in such manner and on such conditions as may from time to time be determined.
- K. To make advances, or give credit, to customers and others with or without security and to act as financiers and bankers generally as may be considered beneficial to the Company.
- L. To accept, draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and any other negotiable instruments whatever.
- M. To amalgamate, enter into partnership or arrangement for sharing profits with any firm, person or company which is, or intends to, carry on any business which is compatible with the objects of the Company.
- N. To acquire the undertaking, property, assets, trade marks, goodwill and transactions generally of any business whether carried on by a company, firm, person or other which can be carried on in conjunction with directly or indirectly, to the benefit of the Company.
- O. To accept shares, stock, property or other securities in lieu of, or in part, for any services or goods supplied by the Company.
- P. To join, form, subscribe to any trade association, trade indemnifiers, whether governmental or otherwise, guild, professional body or other association with a view to the protection, furtherance and benefit of the interests of the Company.

- Q. To establish, support or aid in the establishment and support of associations, clubs, institutions, funds, trusts, schemes, gratuities and allowances calculated to be beneficial to the officers, ex-officers, employees and ex-employees, and their dependants, as the Company may see fit.
- R. To distribute among the members in specie any property of the Company or proceeds of sale or disposal thereof, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to any reduction may be made except with the sanction of any provision required by law.
- S. To do any or any of the foregoing in any part of the world, either as principal, sole proprietor, agents, contractors, trustees, nominees, jointly with others, sub-contractors, franchisers or other that may be deemed conducive to the general objects of the Company.

And it is hereby declared the word "Company" in this clause shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere and the objects set forth in any sub-clause of this clause shall not, except when the context expressly so requires, be in anyway limited or restricted by reference to or influence from the terms of any other sub-clause or by the name of the Company. None of the sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause, but the Company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world and 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 sub-clause of this clause. Any reference herein to "the statutes" shall be a reference to the Companies Act 1985 and every statutory modification and re-enactment thereof and every other Act for the time being in force concerning companies and affecting the Company.

4. The liability of the members is limited.
5. The company's share capital is £100 divided into 100 shares of £1 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
---------------------------------------	--

ALAN WILLIAM FAULKNER
Standard House,
16/22 Epworth Street,
London EC2A 4DR

ONE

JOHN RICHARD WILCOX
Standard House,
16/22 Epworth Street,
London EC2A 4DR

ONE

Dated this 18th day of September 1985.

WITNESS to the above signatures:-

JONATHAN ROUND,
Standard House,
16/22 Epworth Street,
London EC2A 4DR

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

B.N.K. FINANCIAL SERVICES LIMITED

1965826

PRELIMINARY.

1. The Regulations contained in Table A as comprised in the Companies (Tables A to F) Regulations 1985 ("Table A") shall apply to the Company subject to any exclusion or modification hereinafter expressed. Regulations 24, 46, 64, 73-77, 94-97 and 113 shall not apply to the Company.

PRIVATE COMPANY.

2. The Company is a Private Company and accordingly, in compliance with Section 81 of the Companies Act 1985 ("the Act") any invitation to the public to subscribe for any shares in or debentures of the Company is prohibited.

SHARES.

3. The Directors of the Company may, within a period of five years from the date of incorporation of the Company exercise the Company's power to allot, grant options over or otherwise dispose of all or any of the unissued shares in the capital of the Company.
4. (i) Subject to any direction given by the Company in General Meeting all shares to be issued shall be first offered to the existing members in proportion to the shares already held by them. The said offer shall be in writing, stating the number of shares the member is entitled to and stating a time limit (being not less than 21 days) whereafter the offer is deemed to have been declined.
4. (ii) Sections 89(1) and 90(1) to (6) of the Act shall not apply to the allotment of any equity security in the Company.

LIEN.

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

TRANSFER OF SHARES.

6. (i) Shares may be transferred to any person already a member of the Company (and to any member of that person's family as hereinafter defined. A person's family shall include only that person's spouse parent or child).
6. (ii) A member desiring to transfer shares other than in accordance with Articles 6(i) shall give written notice ("the transfer notice") to the Company of such intention. Such notice shall give particulars of the shares in question and may require that the shares the subject of the notice all be sold. The transfer notice shall constitute the Directors agents for the transferor for the purpose of selling such shares to the existing members of the Company at such price as shall be agreed between the Directors and the transferor or failing such agreement at the fair value thereof as fixed by the Company's auditors. A transfer notice once given may be withdrawn only with the consent of the Directors, but such consent shall not unreasonably be withheld.
6. (iii) The Directors shall offer the shares comprised in a transfer notice to the members of the Company in proportions as if the shares were to be disposed of by allotment under Article 4(i), and the transferor were not a member. If within twenty-eight days from the date of the transfer notice the Directors are unable to find a member or members willing to purchase any of such shares (or all of them if the transfer notice so requires) the transferor may dispose of so many shares as shall remain in any manner he may think fit within three months from the date of the transfer notice. If a member to whom the transferor becomes by reason of this Article obliged to transfer any shares fails, within fifty-six days of the transfer notice, to pay for such shares, the transferor shall (without affecting any liability the defaulting purchaser may have toward him in damages or otherwise) be entitled within a period of three months thereafter to transfer such shares as he may think fit.
6. (iv) If a transferor has in the transfer notice required that all the shares the subject of that notice be sold, he shall within the period of three months after the transfer notice be required to transfer all, or none of those shares.

6. (v) In the event that a person refuses to transfer any shares which, by reason of these Articles he has become obliged to transfer, the Directors may appoint a person to execute such transfer on behalf of the defaulting transferor, and the Company may receive payment for such shares on behalf of the defaulting transferor, such receipt shall operate as a good discharge to the purchaser and the defaulting transferor shall be obliged to deliver to the Company the share certificates (if any) held by him in respect of those shares.

PROCEEDINGS AT GENERAL MEETINGS.

7. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of a show of hands) demanded by the Chairman or by any other person present in person or by proxy.
8. Business may be transacted at any meeting at which a quorum is present at the time the meeting proceeds to business and Regulations 40 and 41 of Table A shall be modified accordingly.

SECRETARY.

9. The first secretary shall be as named in the statement delivered pursuant to Section 10 of the Companies Act, 1985.

DIRECTORS.

10. The number of Directors shall be not less than one nor more than seven. The first Directors shall be as named in the statement delivered pursuant to Section 10 of the Companies Act, 1985. A sole Director may exercise all the powers of the Directors and Regulation 90 of Table A shall be modified accordingly.
11. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of having attained that or any other age.
12. No person shall be appointed or re-appointed a Director at any general meeting unless:-
- (a) he is recommended by the Directors; or
 - (b) not less than three nor more than twenty-one days before the date appointed for the meeting there shall have been left at the registered office of the Company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

13. Subject to the provisions of the Act, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof, and may be counted in the quorum at any meeting at which any such matter is considered. Regulation 85 of Table A shall be modified accordingly.

BORROWING POWERS.

14. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled Capital, or any part thereof, and may subject to Article 3 issue debentures, debenture stock and other securities whether outright or as a security for any debt, liability or obligation of the Company or any third party.

INDEMNITY.

15. In addition to such indemnity as is contained in Regulation 118 of Table A, every Director, Officer or official of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties in relation thereto.

NOTICES.

16. A notice may be given by any member to the Company by leaving it at or sending it to the registered office of the Company.

WINDING UP.

17. In Regulation 117 of Table A the words "with the like sanction" shall be inserted immediately before the words "determine how such division".

CHAIRMAN'S CASTING VOTE.

18. The Chairman (if any) shall not have a casting vote and Regulation 50 of Table A shall be deleted and Regulation 88 of Table A amended accordingly.

Names and addresses of subscribers

ALAN WILLIAM FAULKNER
Standard House,
16/22 Epworth Street,
London EC2A 4DR

JOHN RICHARD WILCOX
Standard House,
16/22 Epworth Street
London EC2A 4DR

Dated this 18th day of September 1985.

WITNESS to the above signatures:-

JONATHAN ROUND,
Standard House,
16/22 Epworth Street
London EC2A 4DR

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

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

1355826

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

Name of company

* Insert full name
of company

B.N.K. FINANCIAL SERVICES LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

STANDARD HOUSE
16/22 EPWORTH STREET
LONDON EC2A4DR
Postcode

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

X

SERVICES TO LAWYERS LIMITED
STANDARD HOUSE
16/22 EPWORTH STREET LONDON EC2A 4DR
Postcode

Number of continuation sheets attached (see note 1)

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

SERVICES TO LAWYERS LTD
Standard House
16/22 Epworth Street
London EC2A 4DR

For official Use

General Section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows

Please do not write in this binding margin

Name (note 3)	Business occupation
JOHN RICHARD WILCOX	Law Agent
Previous name(s) (note 3)	Nationality
Address (note 4) STANDARD HOUSE, 16-22 Epworth Street, LONDON EC2A 4DR	British
	Date of birth (where applicable) (note 6) N/A
(Enter directorships 1)	
SERVICES TO LAWYERS (AGENCY) LIMITED	
I hereby consent to act as director of the company named on page 1	
Signature	Date 18-9-1985

Enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary or joint secretaries, of the company are as follows

Name (notes 3 & 7)	JONATHAN CHARLES ROUND
Previous name(s) (note 3)	
Address (notes 4 & 7)	STANDARD HOUSE, 16-22 EPWORTH STREET, LONDON EC2A 4DR
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 18-9-85

Signed by or on behalf of the subscribers of the memorandum*

* delete as appropriate

Signature (Subscriber) (Agent) Date 18-9-85

Signature (Subscriber) (Agent) Date 18-9-85

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1965826

I hereby certify that

E.N.K. FINANCIAL SERVICES 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 27TH NOVEMBER 1985

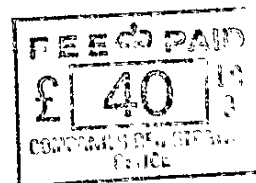
D. M. Wilkie
MRS. D. M. WILKIE

an authorised officer

Number of Company

1965826

6/



The Companies Act 1985

SPECIAL RESOLUTION

-of-

B.N.K. FINANCIAL SERVICES LIMITED

Passed 23rd December 1985

At an extraordinary general meeting of the above-named Company, duly convened, and held at Standard House, 16/22 Epworth Street, London EC2A 4DR on the 23rd December 1985 the following Special Resolution was duly passed:-

RESOLUTION

That the name of the company be changed to :

ADVANCED MORTGAGE & GENERAL INVESTMENTS LIMITED

SIGNED.....Secretary.

Filed by
Ref: R299
SERVICES TO LAWYERS LIMITED,
Standard House,
16/22 Epworth Street,
London EC2A 4DR



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1965826

I hereby certify that

B.N.K. FINANCIAL SERVICES LIMITED

having by special resolution changed its name, is now
incorporated under the name of
ADVANCED MORTGAGE & GENERAL INVESTMENTS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 7TH JANUARY 1986

D. G. Blackstock

D. G. BLACKSTOCK

an authorised officer

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

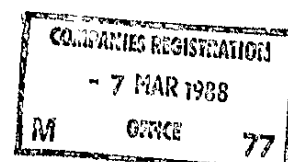
ADVANCED MORTGAGE & GENERAL INVESTMENTS LIMITED

Passed on the 15th February 1988

At a Meeting of the above named Company, duly convened and held at 13 Kinloss Gardens, London, NW3 on the 15th day of February 1988, the following Ordinary Resolution was duly passed:

That the Authorised Share Capital of the Company be increased to £1,000 by the creation of an additional 900 Ordinary Shares of £1 each to rank pari passu in all respects with the existing 100 Ordinary Shares of £1 each in the Capital of the Company.


CHAIRMAN



G

COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[] [] [] [] [] [] [] []

1965826

Name of company

*
ADVANCED MORTGAGE & GENERAL INVESTMENTS LIMITED* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 15th February, 1988 the nominal capital of the company has been
increased by £ 900 beyond the registered capital of £ 100.

A copy of the resolution authorising the increase is attached.⁵

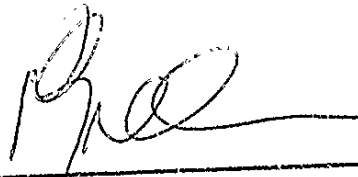
⁵ the copy must be
printed or in some
other form approved
by the registrar

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

To rank pari passu in all respects with the existing 100 Ordinary
Shares of £1 each in the Capital of the Company.

Please tick here if
continued overleaf† delete as
appropriate

Signed



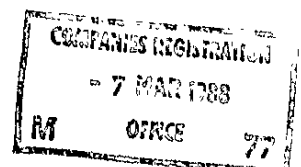
& [Director][Secretary]† Date 15th February, 1988

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

HALPERN and WOOLF
301-305, Euston Road
London. NW1 3SS
100022.6

For official Use
General Section

Post room





Folio 41

E13

1965-826.

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT

L574C.

MR REGISTRAR BUCKLEY

2/11

IN THE MATTER OF **ADVANCED MORTGAGE &
GENERAL INVESTMENTS
LIMITED**
AND

IN THE MATTER OF THE INSOLVENCY ACT, 1986

UPON THE PETITION of **INTERNATIONAL
COMMUNICATIONS & DATA PLC** WHOSE REGISTERED
OFFICE IS SITUATE AT 29 CORSHAM STREET
N1 6OR IN GREATER LONDON A CREDITOR
of the above-named Company presented to this Court

on the **12TH JULY 1990**

AND UPON HEARING Counsel for the Petitioner
and no-one appearing for or on behalf of the
said Company

AND UPON READING the evidence

IT IS ORDERED that **ADVANCED MORTGAGE &
GENERAL INVESTMENTS LIMITED**
be wound up by this Court under the provisions
of the Insolvency Act 1986

AND IT IS ORDERED that the costs of the
Petitioner of the said Petition be paid out
of the assets of the said Company

E.1 NOV 1990

Dated **THE 10TH OCTOBER 1990**

NOTE:- One of the Official Receivers attached
to the Court is by virtue of this order liquidator
of the Company

PAW/CC/p94/48



60
E/93/51/PAW

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT
MR REGISTRAR *BUTLEY*

RE: *ADVANCED MORTGAGE
& GENERAL
INVESTMENTS LIMITED*

ORDER
to wind up compulsorily

*J.E. BARING & CO
75 CHANCERY LANE
LONDON WC2A 1AA
TEL 071-242-8966
REF. JAH / AR*

AR