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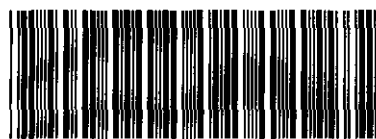
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4639366

The Registrar of Companies for England and Wales hereby certifies that
ALAN BELL MORTGAGES LIMITED

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

Given at Companies House, Cardiff, the 16th January 2003



N046393660



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

HC007B

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

Company Name in full

ALAN BELL MORTGAGES LIMITED

I, JANICE MARGARET LAUBSCHER

of 16 WATERSIDE BUSINESS PARK, LIVINGSTONE ROAD, HESSLE,
EAST YORKSHIRE, HU13 0EJ

† Please delete as appropriate.

do solemnly and sincerely declare that I am a [Solicitor engaged in the
formation of the company] ~~person named as director or secretary of the
company in the statement delivered to the Registrar under section 10 of the
Companies Act 1985~~ † and that all the requirements of the Companies Act
1985 in respect of the registration of the above company and of matters
precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to
be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at 16 WATERSIDE BUSINESS PARK, LIVINGSTONE ROAD, HESSLE,
EAST YORKSHIRE, HU13 0EJ

Day Month Year

On

1	4	0	1	2	0	0	3
---	---	---	---	---	---	---	---

① Please print name.

before me ①

SIMON BENJAMIN TOMLINSON

Signed

Date

14.01.2003

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

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

HAMERS SOLICITORS

16 WATERSIDE BUSINESS PARK, LIVINGSTONE ROAD, HESSLE,
EAST YORKSHIRE, HU13 0EJ

JL. STERLING

Tel 01482 626135

DX number DX: 716156 DX exchange HULL16

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

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

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

for companies registered in Scotland

DX 235 Edinburgh



A33
COMPANIES HOUSE

0758
16/01/03

Package: 'Laserform'
by Laserform International Ltd.

10

Please complete in typescript,
or in bold black capitals.

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

H639366

Company Name in full

ALAN BELL MORTGAGES LIMITED

Proposed Registered Office

58 FLAMBOROUGH ROAD

(PO Box numbers only, are not acceptable)

Post town BRIDLINGTON

County / Region EAST YORKSHIRE

Postcode YO15 2JN

If the memorandum is delivered by
an agent for the subscriber(s) of
the memorandum mark the box opposite
and give the agent's name and address.

X

Agent's Name HAMERS SOLICITORS

Address 16 WATERSIDE BUSINESS PARK

LIVINGSTONE ROAD

Post town HESSLE

County / Region EAST YORKSHIRE

Postcode HU13 0EJ

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to
contact you if there is a query on the
form. The contact information that you
give will be visible to searchers of the
public record.

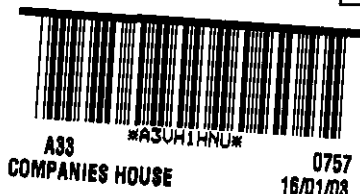
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panies registered in England and Wales or
panies House, 37 Castle Terrace, Edinburgh, EH1 2EB
panies registered in Scotland DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name ALAN BELL MORTGAGES LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

SCALE LANE FORMATIONS LIMITED

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

9-11 SCALE LANE

Post town

KINGSTON UPON HULL

County / Region

EAST YORKSHIRE

Postcode

HU1 1PH

Country

ENGLAND

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

Consent**Date**

14.01.2003

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

SCALE LANE REGISTRARS LIMITED

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

9-11 SCALE LANE

Post town

KINGSTON UPON HULL

County / Region

EAST YORKSHIRE

Postcode

HU1 1PH

Country

ENGLAND

Day Month Year

Date of birth**Nationality****Business occupation****Other directorships**

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

Consent signature**Date**

14.01.2003

AUTHORISED SIGNATORY

Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth**Nationality****Business occupation****Other directorships**

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

Consent signature**Date****This section must be signed by***Either***an agent on behalf
of all subscribers****Signed**

He elmu.

Date

14.01.2003

Or the subscribers**Signed****Date**

(i.e those who signed
as members on the
memorandum of
association).

Signed**Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

312793/20 014103 1000/2-1

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

OF

ALAN BELL MORTGAGES LIMITED



1. The Name of the Company is **ALAN BELL MORTGAGES LIMITED**
2. The Registered Office of the Company will be situate in England and Wales.
3. The Objects for which the Company is established are :
 - (A) To carry on business as a general commercial company, that is to carry on any trade or business whatsoever and the company has power to do all such things as are incidental or conducive to the carrying on of any trade or business by it.
 - (B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.
 - (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
 - (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
 - (E) To borrow or raise or secure the payment of money in such manner as the Company shall think fit for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

- (F) For the purpose of or in connection with the business of the Company to mortgage and charge the undertaking and all or any of the real and personal property and assets, present and future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances. To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (G) To receive money on deposit or loan upon such terms as the Company may approve.
- (H) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, and whether or not such guarantee is given in connection with or pursuant to the attainment of the objects herein stated to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and payment of the capital or principal (together with any premium) of and dividends or interest on any debenture, stocks, shares, or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary company as defined by Section 736 of the Companies Act, 1985 or otherwise associated with the Company in business.
- (I) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary company as defined by Section 736 of the Companies Act, 1985, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows and families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such 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.
- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

- (K) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (L) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid up shares of any company or corporation with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (N) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the object of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (O) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (P) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- (Q) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (R) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all controlling interest in the shares or stock of

this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

- (S) To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company.
- (T) To distribute among the members in specie any property of the Company, or in any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors, or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (V) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that, save as otherwise expressly provided, each of the paragraph of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraph or the name of the Company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company.

- 4. The liability of the Members is limited.
- 5. The share capital of the Company is £1000 divided into 1000 shares of £1.00 each.

WE, the several persons whose Names, Addresses and Descriptions are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of the Shares in the Capital of the Company set opposite our respective names.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares Taken by each Subscriber
---	---

1. SCALE LANE FORMATIONS LIMITED.

1.

9/11 Scale Lane
Kingston upon Hull
HU1 1PH

He enu

Authorised signatory for Scale Lane Formations Limited.

2. SCALE LANE REGISTRARS LIMITED.

1.

9/11 Scale Lane
Kingston upon Hull
HU1 1PH

He enu

Authorised signatory for Scale Lane Registrars Limited.

Dated 14th January 2003

Witness to the above signatures.

WITNESS.....*Janice M. Laubscher*..... JANICE .M. LAUBSCHER

Waterside Business Park
Livingstone Road
Hessle

Solicitor

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ALAN BELL MORTGAGES LIMITED

PRELIMINARY:

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company
- (b) In these Articles the expression "the Act" means the Companies Act 1985 but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being enforced

SHARES:

2. Clause 3 of Table A shall be deleted and the following inserted:
"The Shares shall be under the control of the Directors, and the Directors may allot grant options over or otherwise deal or dispose of any relevant securities (as defined by the Act) of the Company to such persons generally on such terms and in such manner as they think fit, and such general authority shall expire on the fifth anniversary of the incorporation of the Company unless revoked or renewed by the Company in General Meeting."

TRANSFER OF SHARES:

3. Clause 24 of Table A shall be deleted and the following shall be substituted:

"The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of equity share whether or not it is a fully paid share."

GENERAL MEETINGS:

4. The following words shall be added to Clause 41 in Table A:
"In the event a quorum shall not have been present after two adjournments then at the third adjourned meeting an attendance of one shall be a quorum."

APPOINTMENT OF DIRECTORS:

5. (a) Clause 64 in Table A shall not apply to the Company
- (b) The maximum and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution and general meeting of the Company. Subject to and in default of any such determination there should be no maximum number of Directors and the minimum number of Directors be one. Where the minimum number of Directors shall be one a sole Director shall have authority to exercise all the powers and directions by Table A and by these Articles expressed to be vested in Directors and clause 89 in Table A shall be modified accordingly.
- (c) The Directors shall not be required to retire by rotation and clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
- (d) The Director may vote as a Director in regards to any contract or arrangement in which he is interested or upon any matter arising thereto such interest provided he has declared such interest prior to the vote, and if he shall so vote his vote shall be counted but if he shall be the Chairman he shall not have a casting vote and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 94 of Table A shall be modified accordingly.

BORROWING POWERS:

6. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

INDEMNITY:

7. (a) Every Director or other Officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in the execution of the duties of his office or otherwise in relation thereto including any losses or liabilities incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court and no Director or other Officer shall be liable for any loss damage or misfortune which may happen to or be incurred by the Company in execution of the duties of his office or in relation thereto. This Article will only have affect in so far as provisions are not avoided by Section 310 of the Act.
- (b) Clause 118 in Table A shall not apply to the Company.

BOARD MEETING:

8. A meeting of the directors or a committee of the board may consist of a conference between directors and any alternate directors who are not all in one place, but each of which is able (directly or by telephonic communication) to speak to each of the others, and to be heard by each of the others simultaneously. A director or an alternate director taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled, or, if there is no such group, where the Chairman of the meeting then is. The word "meeting" in these Articles shall be construed accordingly.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

1. SCALE LANE FORMATIONS LIMITED.

9/11 Scale Lane
Kingston upon Hull
HU1 1PH



Authorised signatory for Scale Lane Formations Limited

2. SCALE LANE REGISTRARS LIMITED.

9/11 Scale Lane
Kingston upon Hull
HU1 1PH

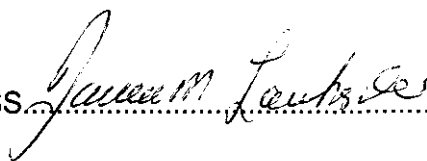


Authorised signatory for Scale Lane Registrars Limited

Dated 14th January 2003

Witness to the above signatures.

WITNESS



JANICE .M. LAUBSCHER

Waterside Business Park
Livingstone Road
Hessle

Solicitor

Reference : JL/MC/525728-0001-1
Date : 14/01/2003
System : JLCOMM.NSF
Server : HESSLE/O=HAMERS