

FILE COPY



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

Company No. 5440279

The Registrar of Companies for England and Wales hereby certifies that
NEW VISION ADVISER SERVICES LTD

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 29th April 2005



N05440279I



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Companies House

for the record

12

**Please complete in typescript,
or in bold black capitals.**

CHWP000

Declaration on application for registration

Company Name in full

NEW VISION ADVISER SERVICES LTD

I, CAROL ELIZABETH DICKENS

of RAVENSMOOR FARM BROAD LANE SPROSTON CHESHIRE CW4 7LT

† 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

[Signature]

Declared at

NORTHWICH IN THE COUNTY OF CHESHIRE

Day Month Year

On

5 0 4 2 0 0 5

① Please print name.

before me ①

MARGARET S. WESTON

Signed

[Signature]

Date

5-4-05

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

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.

Tel 01477 537722

DX number

DX exchange



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COMPANIES HOUSE

0322
25/04/05

Form revised 10/03

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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
or LP - 4 Edinburgh 2

5440279

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Companies House
for the record

**Please complete in typescript,
or in bold black capitals.**

CHWP000

Notes on completion appear on final page

**First directors and secretary and intended situation of
registered office**

Company Name in full

NEW VISION ADVISER SERVICES LTD

Proposed Registered Office

(PO Box numbers only, are not acceptable)

RAVENSMOOR FARM BROAD LANE

SPROSTON

Post town CREWE

County / Region CHESHIRE

Postcode CW4 7LT

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.

☐

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

0

You do not have to give any contact
information in the box opposite but if
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for companies registered in Scotland

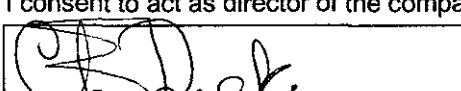
DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name		NEW VISION ADVISER SERVICES LTD	
NAME	*Style / Title	MR	*Honours etc
Forename(s)		PHILIP ARTHUR	
Surname		DICKENS	
Previous forename(s)		N/A	
Previous surname(s)		N/A	
Address ^{††}		RAVENSMOOR FARM BROAD LANE	
		SPROSTON	
Post town		CREWE	
County / Region		CHESHIRE	Postcode CW4 7LT
Country		UNITED KINGDOM	
I consent to act as secretary of the company named on page 1			
Consent signature			Date 05/04/05

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MRS	*Honours etc
Forename(s)		CAROL ELIZABETH	
Surname		DICKENS	
Previous forename(s)		N/A	
Previous surname(s)		DUNCALF	
Address ^{††}		RAVENSMOOR FARM BROAD LANE	
		SPROSTON	
Post town		CREWE	
County / Region		CHESHIRE	Postcode CW4 7LT
Country		UNITED KINGDOM	
Day Month Year			
Date of birth		2 6 0 2 1 9 5 9	Nationality BRITISH
Business occupation		INDEPENDENT FINANCIAL ADVISER	
Other directorships		NEW VISION FINANCIAL SERVICES LTD	
I consent to act as director of the company named on page 1			
Consent signature			Date 05/04/05

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ^{††}

†† 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.

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

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

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**COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
-OF-
NEW VISION ADVISER SERVICES LTD**



1. Company Name

The name of the Company is New Vision Adviser Services Ltd

2. Registered Office

The Registered Office of the Company will be situated in England and Wales.

3. Objects Clauses

3.1 To carry on business as general commercial company.

3.2 Without prejudice to the generality of the objects and powers of the Company derived from section 3A of the Companies Act 1985, the Company has the following objects:-

- 3.2.1 to carry on any profession, practice or business 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 or render more profitable any of the Company's property or rights;*
- 3.2.2 to carry on for profit, directly or indirectly, whether by itself or through subsidiary, associated or allied companies or firms in the United Kingdom or elsewhere in all or any of its branches any business, undertaking, project or enterprise of any description whether of a private or public character and all or any trades, processes and activities connected therewith or ancillary or complementary thereto;
- 3.2.3 to acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on or which is capable of being conducted so as to benefit the Company directly or indirectly or which is possessed of property suitable for the purposes of the Company;
- 3.2.4 to borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to purchase, redeem or pay off such securities;
- 3.2.5 to lend and advance money or give credit to any persons, firms or companies, upon such terms as may seem expedient and otherwise to invest and deal with the moneys of the Company
- 3.2.6 to develop and turn to account any land acquired by the Company or in which it is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up, and improving buildings, and conveniences, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement and by advancing money to

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and entering into contracts and arrangements of all kinds with builders, tenants and others;

- 3.2.7 to construct, maintain and alter any buildings or works necessary or convenient for any of the purposes of the Company or for the benefit of its employees;
- 3.2.8 to sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company;
- 3.2.9 to adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations;
- 3.2.10 to take or otherwise acquire and to hold shares and securities of any company and to sell, hold, re-issue with or without guarantee or otherwise deal with same;
- 3.2.11 generally to purchase, take on lease or in exchange or otherwise acquire any real and personal property and rights or privileges;
- 3.2.12 to apply for, purchase or otherwise acquire any 'patents brevets invention', licences, trade marks, concessions and the like conferring any exclusive or non exclusive or limited right to use any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated either directly or indirectly to benefit the Company and to exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired;
- 3.2.13 to amalgamate with any other company;
- 3.2.14 to enter into partnership or into any arrangement for sharing profits, union of interest, co-operating, joint-venture, reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage in or any business or transaction capable of being conducted so as to directly or indirectly benefit the Company;
- 3.2.15 to enter into any arrangement with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, to obtain from any such government or authority any rights, privileges and concessions which the Company may consider it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- 3.2.16 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 to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or who were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or in association with the Company or with any such subsidiary, or who are or who were at any time Directors or Officers of the Company or of any other such company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and the wives, widows, 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 of benefit to or to advance the interests and well being of the Company and of any other such 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 for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any other such company as aforesaid;

- 3.2.17 to undertake and execute any trusts the undertaking whereof may seem desirable, whether gratuitously or otherwise;
- 3.2.18 to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or debentures, debenture stock or other securities of the Company, or in about the formation or promotion of the Company or the conduct of its business;
- 3.2.19 to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures, letters of credit and other negotiable or transferable instruments;
- 3.2.20 to give financial assistance (as defined in Section 152 of the Act) as may be lawful, whether directly or indirectly, for any of the purposes mentioned in Section 151 of the Act;
- 3.2.21 to apply for promote and obtain any Act of Parliament or order for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem directly or indirectly to prejudice the Company's interests;
- 3.2.22 to promote freedom of contract and to resist insure against, counteract and discourage interference therewith, to join any lawful Federation, Union or Association, or to do any other lawful act or thing with a view to preventing or resisting directly or indirectly any interruption or of interference with the Company's or any other, trade or business, or providing or safeguarding against the same or resisting or opposing any strike movement or organisation which may be thought detrimental to the interests of the Company or its employees, and to subscribe to any association or fund for any such purposes;
- 3.2.23 to do all and any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others;
- 3.2.24 to procure the Company to be registered or recognised in any country or place;
- 3.2.25 to distribute among the members of the Company in specie any property of the Company of whatever nature;
- 3.2.26 to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them;
- 3.2.27 to carry on business as designers, traders, manufacturers, importers, exporters, buyers, assemblers, installers, maintainers, repairers, wholesalers, distributors, retailers, and licensors of and dealers in peripherals, apparatus, appliances and devices of every description;
- 3.2.28 to undertake marketing, advertising and promotional campaigns of every nature and to establish and maintain an organisation for the marketing, promotion, sale, purchase, display, distribution, exhibition, and advertising of commodities, services, equipment, systems, products, merchandise, goods and wares of every description;

AND so that:

- 3.2.28.1 none of the provisions set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of the provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any sub-clause of this clause, or by reference to or inference from the name of the Company;
- 3.2.28.1 none of the provisions set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of the provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any sub-clause of this clause, or by reference to or inference from the name of the Company;
- 3.2.28.2 the word 'company' in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the UK or elsewhere;
- 3.2.28.3 in this clause the expression Act means the Companies Act 1985, but so that any reference in this clause 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 in force.

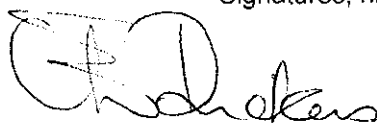
4. The liability of the members is limited.

5. The Company's authorised share capital is £100 divided into 100 shares of £1 each.

6. Signatures

We, the persons whose names, addresses and descriptions are subscribed, wish to be formed into a company in pursuance of this Memorandum of Association and We agree to take the number of shares in the capital of the Company set out opposite our respective names.

Signatures, names, addresses and number of shares of subscribers.



CAROL ELIZABETH DICKENS

RAVENSMOOR FARM
BROAD LANE
SPROSTON
CHESHIRE
CW4 7LT.

Total shares taken 100

Dated this 5TH APRIL 2005

Witness to the above signatures

Signature  5/4/05

Name: SUSAN HOWE

Address: 82 HARPER CRESCENT
AUSAGRE
STOKE-ON-TRENT
STAFFS
ST7 2SY

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
-OF-
NEW VISION ADVISER SERVICES LTD
THE COMPANIES ACT 1985

1. Preliminary

- 1.1 These Articles and (subject to their provisions) the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 ("Table A") constitute the Articles of Association of the Company.
- 1.2 In regulation 1 of Table A, the words "and the articles" shall be deemed to be added to the words "these regulations" in each place where they occur.
- 1.3 Regulations 40, 73 to 80 (inclusive, 87 and 94 to 98 (inclusive) of Table A shall not apply to the Company.

2. Shares

- 2.1 The share capital of the Company is **£100** divided into ordinary shares of **£1** each.
- 2.2 The directors are, subject to sections 80 and 90 of the Companies Act 1985, generally and unconditionally authorised for the purposes of section 80 of the act to allot relevant securities (within the terms of that section) up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company for the time being. The authority given by this Article shall be for an indefinite period.

3. Transfer of Shares

The directors may, in their absolute discretion and without giving any reason, refuse to register a transfer of any shares (whether or not fully paid) to any person.

4. General Meetings

No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Two persons or, if the Company has only one member, one person entitled to vote at the meeting, being or each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

5. Appointment and Removal of Directors

- 5.1 Regulation 64 in Table A shall not apply to the Company
- 5.2 A member or members holding not less than a majority in nominal amount of the ordinary shares of the Company for the time being in issue may appoint a person willing to act to be a director and may remove any director (howsoever appointed) from office, without prejudice to any claim for damages he may have for breach of any contract of service between him and the company. The appointment or removal shall be made by an instrument signed by or on behalf of the person or persons making it and delivered to the office.
- 5.3 The directors may also appoint a person willing to act to be a director.

- 5.4 A director shall not be required to vacate his office as a director and a person shall not be disqualified from being appointed as a director by reason of his attaining or having attained the age of seventy or any other age.

6. Directors' Gratuities and Pensions

The directors may pay, or agree to pay, gratuities, pensions and other retirement, superannuation, death or disability benefits to any director or former director, to any member of his family (including a spouse or former spouse) or to any person who is or was dependent on him, and may contribute to any scheme or fund and pay premiums for the purchase or provision of any such benefits.

7. Proceedings of Directors

- 7.1 The directors (including alternate directors), or any of them, may participate in or form a meeting of the directors by means of a conference telephone or any communication equipment which allows all the participants to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be counted in the quorum and be entitled to vote accordingly. The meeting shall be deemed to take place where the group of the highest number of participants is assembled or, if there is no such group, where the chairman of the meeting is then present.
- 7.2 A director may as a director vote and be counted as one of the quorum upon which a motion in respect of any transaction or arrangement which he enters into or makes with the company or in which he is in any way interested.

8. The Seal

Regulation 101 of Table A shall only apply if the company has a common seal. Whether it does or not, a share certificate may be executed under section 36(A).4 of the Act instead of being sealed.

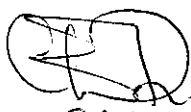
9. Notices

Any notice to be given to or by any person pursuant to the Articles shall be deemed to be given personally in writing at the time of transmission if it is given by facsimile transmission or comparable means of communication.

10. Indemnity

Subject to the provisions of the Act and without prejudice to the provisions of regulation 118 of Table A, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, or liabilities incurred by him in the execution or discharge of his duties or in relation thereto. The Company may purchase and maintain for any such officer or auditor insurance against any liability which by virtue of any rule of law may attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.

Signatures, names and addresses of subscribers.

Dated this 5/4/05  CAROL ELIZABETH DICKENS
RAVENSMOOR FARM
BROAD LANE
SPROSTON
CHESHIRE
CW4 7LT.

Witness to the above signatures

Signature Susan Lowe 5/4/05

Name: Susan Lowe
Address: 82 HARPER CRESCENT
ALBACER
STOKE-ON-TRENT ST7 2SY