

FILE COPY



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

Company No. 6237509

The Registrar of Companies for England and Wales hereby certifies that
TOWERGATE FINANCIAL SERVICES HOLD CO 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 4th May 2007



N06237509J



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



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

TOWERGATE FINANCIAL SERVICES HOLD CO LIMITED

I,

TIM CRATON

of

2 COUNTY GATE, STACEYS STREET, MAIDSTONE

† 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

MAIDSTONE, KENT

Day Month Year

On

25 04 2007

• Please print name

before me •

ABBE WEST

Signed

Date

25.04.07

† 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

Attn A Hunter, Towergate Partnership Limited

2 County Gate, Staceys Street, Maidstone

Kent ME14 1ST

Tel 01622 754754

DX number

DX exchange

THURSDAY



A37

AUHE8P1X
26/04/2007
COMPANIES HOUSE

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Form revised 10/03

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

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

DX 33050 Cardiff

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2



Companies House

— for the record

10

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

TOWERGATE FINANCIAL SERVICES HOLD CO LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

2 COUNTY GATE

STACEYS STREET

Post town

MAIDSTONE

County / Region

KENT

Postcode

ME14 1ST

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

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

Attn A Hunter, Towergate Partnership Limited

2 County Gate, Staceys Street, Maidstone

Kent ME14 1ST

Tel 01622 754754

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AUHEAP1Z
26/04/2007
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646

When you have completed and signed the form please send it to the
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Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

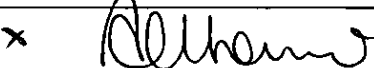
or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

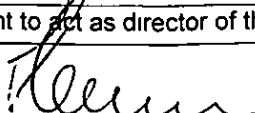
THURSDAY

Company Secretary (see notes 1-5)

Company name		TOWERGATE FINANCIAL SERVICES HOLD CO LIMITED		
NAME	*Style / Title	MR	*Honours etc	
Forename(s)		ANDREW CHARLES		
Surname		HOMER		
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 ††	FOUR CHIMNEYS		
		PARK VIEW ROAD		
	Post town	WOLDINGHAM		
	County / Region	SURREY	Postcode	CR3 7DN
	Country	UK		
I consent to act as secretary of the company named on page 1				
Consent signature			Date 25/04/07	

Directors (see notes 1-5)

Please list directors in alphabetical order

†† 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	NAME	*Style / Title	MR	*Honours etc		
	Forename(s)		PETER GEOFFREY			
	Surname		CULLUM			
	Previous forename(s)					
	Previous surname(s)					
Address ††		WEALDEN HALL				
		PARKFIELD				
	Post town	SEVENOAKS				
	County / Region	KENT	Postcode	TN15 0HX		
	Country	UK				
Date of birth		Day 1 0 0 9 1 9 5 0	Month	Year	Nationality	BRITISH
Business occupation		INSURANCE BROKER				
Other directorships		SEE ATTACHED LIST				
I consent to act as director of the company named on page 1						
Consent signature					Date 25/04/07	

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc
------	----------------	----	--------------

* Voluntary details

Forename(s)	ANDREW CHARLES
-------------	----------------

Surname	HOMER
---------	-------

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 †† FOUR CHIMNEYS

PARK VIEW ROAD

Post town	WOLDINGHAM
-----------	------------

County / Region	SURREY	Postcode	CR3 7DN
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Country	UK
---------	----


Date of birth	Day	Month	Year	Nationality	BRITISH
	0 2	0 3	1 9 5 3		

Business occupation	INSURANCE BROKER
----------------------------	------------------

Other directorships	SEE ATTACHED LIST
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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 25/04/07

Signed **Date**

Signed _____ **Date** _____

Signed _____ Date _____

Signed **Date**

Signed **Date**

Signed **Date**

LIST OF DIRECTORSHIPS OF

PETER GEOFFREY CULLUM

**Wealden Hall
Parkfield
Sevenoaks
Kent
TN15 0HX**

DOB: 10 September 1950

Nationality: British

CURRENT DIRECTORSHIPS

Appointed

Towergate Partnership Limited	04/09/1997
Towergate Commercial Limited	04/09/1997
Thatch Underwriting Agencies Limited	24/09/1997
Brian Sharp Insurance Brokers Limited	28/11/1997
Homecare Underwriting Agency Limited	28/11/1997
Folgate Sharp Risk Solutions Limited	28/11/1997
Towergate Chase Parkinson Limited	02/12/1997
Towergate Holiday Homes Underwriting Agency Limited	03/12/1997
Lifestyle Household Underwriting Agency Limited	09/12/1997
Foreman Bassett (Schemes) Limited	22/01/1998
Towergate Life & Investments Limited	20/02/1998
Towergate Administration Facilities Limited	12/03/1998
Towergate Marine Underwriting Limited	24/04/1998
Carrington International Insurance Brokers Limited	24/04/1998
Highlands and Islands Insurance Services Limited	24/04/1998
Compleat Solutions Limited	29/04/1998
Towergate Programmes Limited	10/08/1998
Towergate Leisure Underwriting Limited	10/08/1998
Towergate Strovers Limited	08/10/1998
Bakers of Cheltenham Limited	19/03/1999
Towergate Commercial Property Underwriting Limited	26/03/1999
Byas Mosley UK Limited	29/04/1999
Towergate Commercial Underwriting Limited	29/04/1999
Towergate Chapman Stevens Limited	02/08/1999
Towergate Legal & Professional Underwriting Limited	02/12/1999
Towergate Trustees Limited	17/12/1999
Towergate Stafford Knight (Holdings) Limited	03/07/2000
Towergate Stafford Knight Company Limited	03/07/2000
Towergate Stafford Knight Insurance Services Limited	03/07/2000
Towergate Alliance Associates Limited	03/07/2000
Towergate Commercial Schemes Limited	03/07/2000
Folgate London Market Limited	03/07/2000
Folgate Risk Solutions (Kent) Limited	24/08/2000
Canterbury Insurance Consultants Practice Limited	24/08/2000
Towergate Underwriting Group Limited	14/09/2000
MIA General Insurance Service Managers Limited	14/09/2000

LIST OF DIRECTORSHIPS OF
PETER GEOFFREY CULLUM
(CONTINUED)

CURRENT DIRECTORSHIPS (cont)	Appointed
Towergate Intermediary Support Limited	27/11/2000
Towergate Finch Professional Indemnity Limited	02/04/2001
Towergate Wilsons Limited	31/05/2001
Dickinsons General Insurance Services Limited	04/06/2001
Country Thatch Insurance Agency Limited	06/06/2001
The Folgate Partnership Limited	08/04/2002
The Folgate Underwriting Agency Limited	08/04/2002
The Folgate Broker Partnership Limited	08/04/2002
The Folgate Network Services Limited	08/04/2002
Towergate Underwriting Services Limited	08/04/2002
Folgate Insurance Company Limited	11/04/2002
Hobson Insurance Brokers Limited	01/06/2002
Smithson Mason Group Limited	20/06/2002
SMG Professional Risks Limited	20/06/2002
Duncan Pocock (Insurance Brokers) Limited	02/07/2002
Bervale Mead Insurance Brokers Limited	30/09/2002
Duncan Pocock (Holdings) Limited	01/10/2002
Willet & Ross Limited	14/10/2002
Clarke Cooper and Company Limited	09/12/2002
(formerly Seymour Pope Risk Solutions Limited)	10/01/2003
Folgate Risk Solutions (Milton Keynes) Limited	10/01/2003
Pallett & Collins (Commercial) Limited	22/01/2003
Pallett & Collins (General Insurance Services) Limited	22/01/2003
DPR Commercial Insurance Brokers Limited	06/02/2003
DP Rogers Insurance Holdings Limited	06/02/2003
DPR Trustees Limited	06/02/2003
RBR Holdings Limited	08/02/2003
RBR Insurance Brokers Limited	08/02/2003
Smithson Mason Limited	06/03/2003
(formerly SMG Professional Risk Limited)	06/03/2003
Byas Mosley Risk Solutions Limited	06/03/2003
The Folgate Trustees Limited	07/03/2003
Devonshire Wilson Risk Solutions Limited	27/03/2003
Strand Insurance Brokers Limited	01/04/2003
Peel Thompson Fletcher Limited	05/06/2003
Peter Hill Risk Solutions Limited	16/07/2003
Peter Hill Independent Financial Advisors Limited	16/07/2003
The Folgate Broker Alliance Limited	23/07/2003
Folgate Underwriting Specialty Limited	
(formerly Folgate Risk Solutions (Milton Keynes) Limited)	24/07/2003
Crossways Insurance Brokers Limited	01/08/2003
Folgate Risk Solutions (Maidstone) Limited	
(formerly Vulcan Insurance Brokers Limited)	01/09/2003

LIST OF DIRECTORSHIPS OF

PETER GEOFFREY CULLUM (CONTINUED)

CURRENT DIRECTORSHIPS (cont)	Appointed
Folgate Risk Solutions (Telford) Limited	
(formerly Folgate Risk Solutions (Wolverhampton) Limited)	08/09/2003
Folgate Risk Solutions (Newcastle) Limited	17/10/2003
Folgate Insurance Services (Telford) Limited	
(formerly Folgate (Mortar) Limited)	24/10/2003
The Eastchester Group Limited	18/11/2003
Eastchester Underwriting Limited	18/11/2003
Warren Hill Insurance Brokers Limited	18/11/2003
Broadstone Insurance Services (General) Limited	30/11/2003
Folgate Risk Solutions (Halifax) Limited	
(formerly Trinity Insurance Group Limited)	19/12/2003
Folgate Trinity Limited	
(formerly Trinity Insurance Advisers Limited)	19/12/2003
Folgate Masterplan Limited	10/02/2004
Folgate (HHHB) Limited	19/02/2004
Folgate Compliance Limited	24/02/2004
Folgate Underwriting Partnership Limited	24/02/2004
Agricultural Insurance Underwriting Agencies Limited	09/07/2004
Agricultural Insurance Underwriting Agencies Holdings Limited	09/07/2004
Innpak Limited	09/08/2004
Forces Direct Insurance Services Limited	10/08/2004
Forces Direct Limited	10/08/2004
Bradford & Hatcher Limited	10/08/2004
Mardon Insurance Brokers Limited	02/09/2004
Maritime Underwriting Agencies Limited	02/09/2004
Broker Continuity Planning Limited	10/09/2004
Parkstone Insurance Bureau Limited	31/10/2004
Northern Underwriters Limited	11/03/2005
Silkscale Limited	11/03/2005
Hall & Clarke Plc	08/04/2005
Bray Wintour Patis Plc	14/04/2005
Warner & Co (Insurance) Limited	14/04/2005
Bray Wintour & Company Limited	14/04/2005
Patis & Co Plc	14/04/2005
Yourinsurancegroup (Brokers) Limited	27/06/2005
Westinsure Webb Limited	30/06/2005
Smith Wingell & Company Limited	22/08/2005
Eric Barber & Company (Insurance Brokers) Limited	29/09/2005
ARG Holdings Limited	07/10/2005
ARG Group Limited	07/10/2005
Arbuthnot Insurance Brokers Limited	13/10/2005
Marine & General Insurance Services Limited	16/11/2005
Hobson Insurance Brokers Limited	01/01/2006
Fusion Insurance Services Limited	09/01/2006
Cullum White Properties LLP	13/01/2006

G R Patrick & Co Limited	17/03/2006
Inn-Sure Limited	17/03/2006
Onesol	06/04/2006
Red Insurance Services Limited	26/04/2006
Cullum Capital Ventures Limited	17/03/2006
Towergate Healthcare Limited	26/05/2006
Country Mutual Insurance Brokers Limited	31/05/2006
Beckett Risk management Limited	31/05/2006
The Beckett Group Limited	31/05/2006
Beckett Eastward Limited	31/05/2006
Beckett Healthcare Limited	31/05/2006
Beckett Credit Insurance Management Limited	31/05/2006
Beckett Boreham Limited	31/05/2006
Beckett Commercial Insurance Services Limited	31/05/2006
Beckett Personal Insurance Services Limited	31/05/2006
Gardiner Watts & Beckett Limited	31/05/2006
Beckett Remington Collins Limited	31/05/2006
Medical Plan Managers Limited	31/05/2006
Barnett Rawlinson Bentley Limited	31/05/2006
Lloyd Edwards Limited	31/05/2006
Grays Court Underwriting Limited	31/05/2006
Spencer Meakin & Newbroad Limited	31/05/2006
Dixon Chalmers Limited	31/05/2006
Dixon Chalmers (Midlands) Limited	31/05/2006
Gardner & Co (Insurances) Limited	31/05/2006
Jackson Emms & Co Limited	31/05/2006
Tredray & Company (Insurance Services) Limited	31/05/2006
North Norfolk Insurance Agencies Limited	31/05/2006
Bird Warwick Brown Limited	31/05/2006
Findlay Littler Associates Limited	31/05/2006
Inhoco 610 Limited	31/05/2006
Towergate Healthcare Solutions Limited	24/06/2006
GHBC Limited	11/07/2006
Robinson Sharpe Insurance Brokers Limited	31/07/2006
Cullum Commercial Properties LLP	23/10/2006
RBPM General Limited	01/11/2006
AUL Holdings Limited	03/11/2006
Agency Underwriting Limited	03/11/2006
Paymentshield Holdings Limited	08/11/2006
Cullum Family Trust	20/11/2006 (Charity)
THB Clowes Limited	04/12/2006
THB Financial Services Limited	04/12/2006
Towergate Charitable Foundation	07/12/2006 (Charity)
Sutton Transmar Limited	18/12/2006
Alliance Insurance Management Limited	09/02/2007
Henderson & Co (Insurance Brokers) Limited	28/02/2007

PAST DIRECTORSHIPS

	Appointed	Resigned
Hiscox Insurance Company Limited	01/11/1991	10/07/1997
Aviation & General Insurance Company Limited	27/02/1992	21/12/1993
Hiscox Insurance Holdings Limited	23/11/1993	10/07/1997
Economic Insurance Management Limited	18/11/1994	10/07/1997

Hiscox Plc	01/07/1996	10/07/1997
Liverpool Victoria Insurance Company Limited	14/11/1996	06/05/1998
Stretton Insurance Consultants Limited	06/02/2003	22/07/2003 (dissolved)
Peter Hill Credit & Financial Risks Limited	16/07/2003	14/02/2007

LIST OF DIRECTORSHIPS OF

ANDREW CHARLES HOMER

Four Chimneys
Park View Road
Woldingham
Surrey
CR3 7DN

Date of Birth: 2 March 1953

Nationality: British

CURRENT DIRECTORSHIPS	Co No.	Appointed	Resigned
Bervale Mead Insurance Brokers Limited	0551666	30/09/2002	
Laurel Grange Management Limited		01/11/1991	
The Folgate Partnership Limited	04317421	11/04/2002	
The Folgate Underwriting Agency Limited	04401625	08/04/2002	
The Folgate Broker Partnership Limited	04401608	08/04/2002	
The Folgate Network Partnership Limited	04401615	08/04/2002	
Towergate Underwriting Services Limited	04401617		
(formerly The Folgate Underwriting Services Limited)		08/04/2002	
Folgate Insurance Company	0011615	11/04/2002	
Smithson Mason Group Limited	03027964	20/06/2002	
Duncan Pocock Holdings Limited	03329491	01/10/2002	
Willett & Ross Limited	0996748	14/10/2002	
Clarke Cooper and Company Limited	4611738	09/12/2002	
Folgate Risk Solutions (Milton Keynes) Limited			
(formerly Seymour Pope Risk Solutions Limited)	4632971	10/01/2003	
Pallett & Collins (Commercial) Limited	3785554	22/01/2003	
Pallett & Collins (General Insurance Services) Limited	3785552	22/01/2003	
DPR Commercial Insurance Brokers Limited	0761947	06/02/2003	
DP Rogers Insurance Holdings Limited	2577025	06/02/2003	
DPR Trustees Limited	4436427	06/02/2003	
RBR Holdings Limited	3823125	08/02/2003	
RBR Insurance Brokers Limited	3541265	08/02/2003	
Smithson Mason Limited			
(formerly SMG Professional Risk Limited)	4688939	06/03/2003	
Byas Mosley Risk Solutions Limited	4688922	06/03/2003	
The Folgate Trustees Limited	4684101	07/03/2003	
Devonshire Wilson Risk Solutions Limited	4713953	27/03/2003	
Byas Mosley UK Limited	3711690	30/04/2003	
Folgate Risk Solutions (Kent) Limited	2108630	30/04/2003	
Folgate Sharp Risk Solutions Limited	884786	30/04/2003	
Folgate London Market Limited	180403	30/04/2003	
Peel Thompson Fletcher Limited	4774970	05/06/2003	
Peter Hill Risk Solutions Limited	2287677	16/07/2003	
Peter Hill Independent Advisors Limited	3266620	16/07/2003	

The Folgate Broker Alliance Limited	4842883	23/07/2003
Folgate Underwriting Management Specialty Limited (formerly Folgate Risk Solutions (Milton Keynes) Ltd)	4843628	24/07/2003
Crossways Insurance Brokers Limited	3299094	01/08/2003
Folgate Risk Solutions (Maidstone) Limited (formerly Vulcan Insurance Brokers Limited)	1441145	01/09/2003
Folgate Risk Solutions (Telford) Limited (formerly Folgate Risk Solutions (Wolverhampton) Limited)	4890382	08/09/2003
Folgate Risk Solutions (Newcastle) Limited	4934658	16/10/2003
Folgate Risk Solutions (Oxted) Limited	814782	
Folgate Insurance Services (Telford) Limited (formerly Folgate (Mortar) Limited)	4943414	24/10/2003
The Eastchester Group Limited	2973972	18/11/2003
Eastchester Underwriting Limited	2973922	18/11/2003
Folgate Warren Hill Risk Solutions Limited	2286416	18/11/2003
Broadstone Insurance Services (General) Limited	1014378	30/11/2003
Folgate Risk Solutions (Halifax) Limited (formerly Trinity Insurance Group Limited)	1187876	19/12/2003
Folgate Trinity Risk Solutions Limited (formerly Trinity Insurance Advisers Limited)	891025	19/12/2003
Folgate Masterplan Limited	5039672	10/02/2004
Folgate (HHHB) Limited	5049248	19/02/2004
Folgate Compliance Limited	5054014	24/02/2004
Folgate Underwriting Partnership Limited	5054004	24/02/2004
Nettle Investments Iodine Limited		17/05/2004
FG Watts Risk Solutions Limited	1526253	13/07/2004
Business Sure Direct Limited	4389103	13/07/2004
Officesure Direct Limited	4384644	13/07/2004
Propertysure Direct Limited	4386722	13/07/2004
Shopsure Direct Limited	4407638	13/07/2004
Adams Tingle Risk Solutions Limited	479480	29/07/2004
Risk Management Surveys Limited (formerly Folgate Star Limited)	5220159	02/09/2004
Folgate Edgar Hamilton Services Limited (formerly Folgate Star (2) Limited)	5223045	06/09/2004
Towergate London Market (formerly Edgar Hamilton Limited)	149526	08/10/2004
Parkstone Insurance Bureau Limited	1990500	31/10/2004
Tait Comisbee Seymour Insurance Brokers Limited	1635685	26/04/2005
Hobson Insurance Brokers Limited	4397362	01/01/2006
Fusion Insurance Services Limited	4070987	09/01/2006
G R Patrick & Company Limited	1871222	17/03/2006
Inn-Sure Limited	2715996	17/03/2006
Onesol Limited		06/04/2006
Red Insurance Services Limited	3416883	26/04/2006
Towergate Healthcare Limited		26/05/2006
Country Mutual Insurance Brokers Limited		31/05/2006
Beckett Risk management Limited		31/05/2006
The Beckett Group Limited		31/05/2006
Beckett Eastward Limited		31/05/2006

Beckett Healthcare Limited	31/05/2006
Beckett Credit Insurance Management Limited	31/05/2006
Beckett Boreham Limited	31/05/2006
Beckett Commercial Insurance Services Limited	31/05/2006
Beckett Personal Insurance Services Limited	31/05/2006
Gardiner Watts & Beckett Limited	31/05/2006
Beckett Remington Collins Limited	31/05/2006
Medical Plan Managers Limited	31/05/2006
Barnett Rawlinson Bentley Limited	31/05/2006
Lloyd Edwards Limited	31/05/2006
Grays Court Underwriting Limited	31/05/2006
Spencer Meakin & Newbroad Limited	31/05/2006
Dixon Chalmers Limited	31/05/2006
Dixon Chalmers (Midlands) Limited	31/05/2006
Gardner & Co (Insurances) Limited	31/05/2006
Jackson Emms & Co Limited	31/05/2006
Tredray & Company (Insurance Services) Limited	31/05/2006
North Norfolk Insurance Agencies Limited	31/05/2006
Bird Warwick Brown Limited	31/05/2006
Findlay Littler Associates Limited	31/05/2006
Inhoco 610 Limited	31/05/2006
Towergate Healthcare Solutions Limited	24/06/2006
Cullum Capital Ventures Limited	05/07/2006
GHBC Limited	11/07/2006
Robinson Sharpe Insurance Brokers Limited	31/07/2006
RBPM General Limited	01/11/2006
AUL Holdings Limited	03/11/2006
Agency Underwriting Limited	03/11/2006
Paymentshield Holdings Limited	08/11/2006
THB Clowes Limited	04/12/2006
THB Financial Services Limited	04/12/2006
Sutton Transmar Limited	18/12/2006
Alliance Insurance Management Limited	09/02/2007
Henderson & Co (Insurance Brokers) Limited	28/02/2007

PAST DIRECTORSHIPS

Abbey National General Insurance Services Limited	28/06/95	07/05/97
ASA Insurance Services Limited	23/10/98	22/12/99
Atlas Assurance Company Limited	02/08/99	15/11/01
AXA (Cardiff) Limited	07/01/00	15/11/01
AXA Assistance (UK) Limited	23/05/01	15/11/01
AXA Cessions (FRANCE)	21/06/00	15/11/01
AXA Direct Insurance Limited	01/07/99	15/11/01
AXA Direct Limited	15/10/98	15/11/01
AXA European E-Services	27/02/01	15/11/01
AXA General Insurance Limited	01/07/99	15/11/01
AXA Insurance plc	18/05/99	15/11/01
AXA Insurance UK plc	03/08/98	15/11/01
AXA Ireland Limited	04/01/00	15/11/01

AXA Online Limited	19/03/01	15/11/01
AXA PMPA Insurance Limited	01/03/00	15/11/01
AXA Services Limited	04/10/99	15/11/01
AXA UK plc	11/01/99	15/11/01
Breakcroft Leasing Limited	20/04/94	03/07/98
British Equitable Assurance Company Limited	21/02/00	15/11/01
Commercial Union Asset Finance (No 1) Limited	20/04/94	03/07/98
Commercial Union Asset Finance (No 2) Limited	20/04/94	03/07/98
Commercial Union Financial Services Limited	01/06/94	31/12/97
Commercial Union Risk Management Limited	01/01/98	03/07/98
Commercial Union Underwriting Limited	16/01/95	03/07/98
Commercial Union Vehicle Finance Limited	29/03/94	03/07/98
CU DrivePlan Limited	20/04/94	26/05/95
Fleet Motor Management (Finance) Limited	20/04/94	03/07/98
Fleet Motor Management Limited	29/03/94	03/07/98
Fleetman Limited	20/04/94	04/08/95
FMM (Fleet Consultants) Limited	20/04/94	29/02/96
FMM (Holdings) Limited	20/04/94	03/07/98
FMM (International) Limited	20/04/94	29/12/95
FMM (Management Services) Limited	20/04/94	29/12/95
FMM (No 1) Limited	20/04/94	03/07/98
FMM Carefree Motoring Plan Limited	20/04/94	26/05/95
FMM Computer Consultants Limited	20/04/94	29/12/95
FMM France SA	29/03/94	30/04/96
FMM Group Limited	01/02/94	03/07/98
FMM Special Risks Limited	20/04/94	03/07/98
Guardian Eastern Insurance Company Limited	04/10/99	15/11/01
Guardian Insurance Limited	04/10/99	15/11/01
Guardian Insurance Services (UK) Limited	05/11/99	15/11/01
Guardian Royal Exchange plc	12/05/99	15/11/01
Hibernian Group Insurance Company Limited (Eire)	22/04/94	03/07/98
Hibernian Group Public Limited Company (Eire)	22/04/94	03/07/98
Hibernian Insurance UK Limited	03/04/95	03/07/98
Hibernian Life Limited (Eire)	26/05/94	03/07/98
Hibernian Trustee Company Limited (Eire)	22/04/94	03/07/98
Inside Track Automotive Limited	29/03/94	29/02/96
Inside Track Limited	20/04/94	28/02/96
Inside Track Marketing Limited	20/04/94	28/02/96
Local Properties Limited	18/04/91	15/07/92
Motor Insurers' Bureau	09/12/98	01/01/02
Motor Insurers' Information Centre	08/12/98	01/01/02
Orion Personal Insurance Limited	01/08/99	15/11/01
Prospero Limited	28/02/99	04/04/00
Stramongate Investments Limited	21/10/98	15/11/01
The Royal Exchange Assurance	01/08/99	15/11/01
The State Assurance Company Limited	04/10/99	15/11/01
Stretton Insurance Consultants Limited	06/02/03	22/07/03 (dissolved)
SMG Professional Risk Limited (formerly Smithson Mason Limited)	20/06/2002	30/04/03

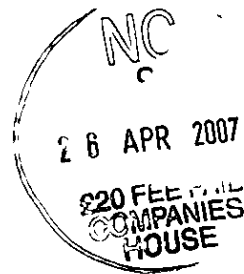
Peter Hill Credit and Financial Risks Limited

16/07/2003

14/02/07

008812/20

826570



The Companies Acts 1985 and 1989
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

THURSDAY



TOWERGATE FINANCIAL SERVICES HOLD CO LIMITED

- 1 The Company's name is TOWERGATE FINANCIAL SERVICES HOLD CO LIMITED
- 2 The Company's Registered Office is to be situated in England & Wales
- 3 The Company's objects are
 - (A) (i) To carry on business as a general commercial company and to carry on any trade or business whatsoever
 - (ii) The Company has the 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 can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects
 - (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 for such consideration and on such terms as may be considered expedient
 - (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 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) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or 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 assurance

(G) 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 any 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

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation

(I) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid)

(J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments

(L) 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

(M) 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

(N) 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

(O) 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 objects 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

(P) 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 of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) 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

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, 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

(S) To amalgamate with any other company whose objects are to 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 other company as aforesaid with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner

(T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, 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 in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in no way limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company

4 The liability of the members is limited

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

The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise

We, the subscriber 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 name


Name Address and Description
Of Subscriber

Number of Shares taken
by Subscriber

Peter Geoffrey Cullum
2 County Gate
Staceys Street
Maidstone
Kent
ME14 1ST

1 ordinary share

Signed

x 
A C Homer (Company Secretary)

Total Number of Shares To Be Taken Up

1 ordinary share

Dated the 25th day of April 2007

Witness to the above Signature

Signature



Print Name

Andrew Hunter

Address

2 COUNTY GATE,
MAIDSTONE, KENT, ME14 1ST

Occupation

Self-employed

The Companies Acts 1985 and 1989
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of TOWERGATE FINANCIAL SERVICES HOLD CO LIMITED

1. PRELIMINARY

These Articles together with the regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended) ("Table A") shall apply to the Company save insofar as such regulations are excluded or varied hereby. The first sentence of Regulation 24 and Regulations 6, 73 to 77 (inclusive), 80, 82, 87 and 118 of Table A shall not apply to the Company.

2. DEFINITIONS AND INTERPRETATION

In these Articles the following words and expressions shall (except where the context otherwise requires) have the following meanings -

"the Act" means the Companies Act 1985 (as amended by the Companies Act 1989) and every other statutory modification or re-enactment thereof for the time being in force

"Ordinary Shares" means the Ordinary Shares of £1 each in the capital of the Company

"Ordinary Shareholder" means a registered holder of any Ordinary Shares from time to time

"Auditors" means the auditors from time to time of the Company

"Board" means all the Directors of the Company from time to time

"Directors" means the directors from time to time of the Company

"Group" means the Company and its subsidiary undertakings from time to time and references to a **"member of the Group"** or a **"Group member"** shall be construed accordingly

"Share" means any share in the capital of the Company and any shares derived therefrom whether by conversion, consolidation or sub-division or by way of rights or bonus issue or otherwise for the time being in issue

Words incorporating the masculine gender only include the feminine and neuter genders and words incorporating the singular number only include the plural and vice versa

Clause headings are for ease of reference only and do not affect the construction or interpretation of these Articles

References to persons shall include bodies corporate unincorporated associations and partnerships

Words and expressions defined in or for the purposes of the Act or Table A shall have the same meanings in these Articles unless the context otherwise requires

Without prejudice to the provisions of Section 738 of the Act the expressions "**paid up**" or "**paid up value**" as used in relation to any part of the share capital of the Company shall mean the total amount paid up, or credited as paid up, on the relevant shares including any premium paid up or credited as paid up thereon

3. SHARE CAPITAL

The authorised share capital of the Company at the date of adoption of these Articles is £100 divided into 100 Ordinary Shares of £1 each

4. SHARE RIGHTS

The rights and restrictions attaching to the Shares shall be as follows -

4 1 As regards income

Any amount of dividend payable under these Articles shall belong to and be paid to the holders of the Shares pro rata according to their holdings of such shares

4 2 As regards capital

On a return of assets whether in a winding-up or reduction of capital or otherwise (except in the case of the redemption of shares of any class or the purchase by the Company of its own shares) the assets and retained profits of the Company available for distribution among the members shall be applied in proportion to the amounts paid up or credited as paid up on the Shares held by them

4 3 As regards voting

Save as otherwise provided in these Articles Regulation 54 of Table A shall apply to the voting rights of the members of the Company

5. MODIFICATION OF RIGHTS

Subject to the Act all or any of the special rights for the time being attached to any class of shares for the time being in issue may from time to time (whether or not the Company is being wound up) be altered or abrogated with the written consent of the holders of not less than three-quarters of the issued shares of that class or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of such shares. To any such separate general meeting all the provisions of these Articles as to general meetings of the Company shall mutatis mutandis apply except that the necessary quorum shall be two or more persons holding or representing by proxy not less than one-third of the issued shares of the class (provided that where all the shares of a class are registered in the name of one holder that holder present in person or by proxy may constitute a meeting) and that every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him and that any holder of shares of the class present in person or by proxy may demand a poll and that at any adjourned meeting of such holders one holder present in person or by proxy (whatever the number of shares held by him) shall be a quorum.

6. ISSUE OF NEW SHARES

6.1 Subject to Articles 6.2 and 6.4 any Shares for the time being unissued and any new Shares from time to time created shall before they are issued be offered to the holders of the Shares in proportion (as nearly as may be) to the nominal amount of their existing holdings of Shares. The offer shall be made by notice specifying the number and class of Shares offered and the price per Share and limiting a time (not being less than 20 days or greater than 30 days) within which the offer if not accepted will be deemed to be declined. After the expiration of such time, or on the receipt of an indication from the person(s) to whom the offer is made that it/he/they decline(s) to accept the Shares offered or any of them the Directors shall offer the Shares declined in like manner (save that the minimum period for acceptance may be seven days) to the other holders of Shares who have agreed to subscribe for all the Shares offered to them in proportion (as nearly as may be) to the nominal amount of their existing holdings of the Shares. If the Shares comprised in such further offer are declined or deemed to be declined the further offer shall be withdrawn.

6.2 In the event that all or any of the Shares to which Article 6.1 apply are not subscribed for in accordance with the provisions of Article 6.1 the Directors may offer such shares to a third party of whom they approve and (subject to these Articles and the provisions of Section 80 of the Act) such Shares shall be at the disposal of the Directors who may allot grant options over or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper provided that -

6.2.1 no Shares shall be issued at a discount,

6 2 2 no Shares to which Article 6 1 applies shall be issued more than three months after the expiry of the period for acceptance of the last offer of such Shares made under Article 6 1 unless the procedure set out in Article 6 1 is repeated in respect of such Shares, and

6 2 3 no Shares shall be issued at a price less than that at which they were offered to the members of the Company in accordance with Article 6 1 and so that (if the Directors are proposing to issue such Shares wholly or partly for non-cash consideration) the cash value of such consideration for the purposes of this sub-paragraph shall be as reasonably determined by the Auditors whose determination shall be final and binding on the Company and each of its members

6 3 The provisions of Articles 6 1 and 6 2 shall mutatis mutandis apply to all equity securities (as defined in Section 94(2) of the Act) of the Company from time to time created

6 4 The provisions of Sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company

7. TRANSFERS OF SHARES

7 1 The Directors may decline to register the transfer of any Shares (including any transfer of Shares otherwise permitted under Article 8) to any person who in the opinion of the Directors is carrying on business directly or indirectly in competition with the Company or any member of the Group or any subsidiary undertaking of any holding company of the Company

7 2 Without prejudice to the provisions of Regulation 24 of Table 'A' the Directors shall not register any transfer of Shares except a transfer permitted by these Articles

7 3 Notwithstanding any other provision of these Articles to the contrary the Directors shall not be entitled to refuse to register any transfer of Shares made (directly or indirectly) pursuant to the enforcement of any security granted over all or part of the share capital of the Company from time to time

8. PROCEEDINGS AT GENERAL MEETINGS

8 1 If under regulation 41 of Table A a meeting is adjourned because a quorum is not present and at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the shareholders present shall form a quorum and Regulations 40 and 41 of Table 'A' shall be modified accordingly

- 8 2 A poll may be demanded by the Chairman or by any member present in person or by proxy and entitled to vote at the meeting and Regulation 46 of Table A shall be modified accordingly
- 8 3 Regulation 53 of Table A shall be modified by the addition at the end of the following sentence "If such a resolution in writing is described as a special resolution or as an extraordinary resolution or as an elective resolution, it shall have effect accordingly "
- 8 4 Regulation 59 of Table A shall be modified by the addition at the end of the following sentence "Deposit of an instrument of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment thereof "
- 8 5 Regulation 62 of Table A shall be modified by the deletion in paragraph (a) of the words "deposited at" and by the substitution for them of the words "left at or sent by post or by facsimile transmission to" and by the insertion at the end of the regulation after the word "invalid" of the words "unless a majority of the Directors resolve otherwise"

9. DIRECTORS

- 9 1 Unless and until otherwise determined by ordinary resolution of the Company the number of the Directors shall be not less than 1
- 9 2 No person shall be disqualified from being appointed a Director and no Director shall be required to vacate that office by reason only of the fact that he has attained the age of 70 years or any other age nor shall it be necessary to give special notice under the Act of any resolution appointing re-appointing or approving the appointment of a Director by reason of his age but where the Board convenes any general meeting of the Company at which (to the knowledge of the Board) a Director will be proposed for election or re-election who has at the date of such meeting attained the age of 70 years the Board shall give notice of his having attained such age in the notice convening the meeting or in any document sent therewith but the accidental omission to give such notice shall not invalidate any proceedings at that meeting or any election or re-election of such Director thereat
- 9 3 Regulation 68 of Table A shall be modified by the addition at the end of the following sentence "Any such notice may be left at or sent by post or facsimile transmission to the office or such other place as may be designated for the purpose by the Directors "
- 9 4 A Director shall not retire by rotation and a Director appointed to fill a vacancy or as an addition to the board shall not retire from office at the Annual General Meeting next following his appointment Regulations 78 and 79 of Table A shall be modified accordingly

- 9 5 The office of Director shall be vacated if the Director in the reasonable opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his duties as Director, and Regulation 81 of Table A shall be modified accordingly
- 9 6 The holders of not less than one half in nominal value of the shares giving the right to attend and vote at general meetings of the Company may, at any time and from time to time, remove any Director from office or appoint any person to be a Director. Such removal or appointment shall be effected by notice to the Company signed by or on behalf of such holder or holders (which notice may consist of several documents in the like form each signed by or on behalf of one or more holders) and left at or sent by post or facsimile transmission to the office or such other place designated by the Directors for the purpose. Such removal or appointment shall take effect immediately upon receipt of the notice or on such later date (if any) as may be specified in the notice. This Article is not to be taken as depriving a person removed under it of compensation or damages payable to him in respect of the termination of his appointment as Director or of any appointment terminating with that as Director

10. PROCEEDINGS OF DIRECTORS

- 10 1 The quorum necessary for the transaction of business at any meeting of the Directors shall be 1 and regulation 89 of Table 'A' shall be modified accordingly
- 10 2 Any Director enabled to participate in the proceedings of a meeting by means of a communication device (including a telephone) which allows all the other Directors present at such meeting (whether in person or by his alternate or by means of such type of communication device) to hear at all times such Director and such Director to hear at all times all other Directors present at such meeting (whether in person or by proxy or by means of such type of communication device) shall be deemed to be present at such meeting and shall be counted when reckoning a quorum

11. INDEMNITIES

Subject to the provisions of the Act but without prejudice to any indemnity to which he may otherwise be entitled every Director alternate director secretary and other officer or employee for the time being of the Company shall be indemnified out of the assets of the Company against any liability sustained or incurred by him in defending any proceedings whether civil or criminal relating to his conduct as an officer or employee of the Company in which judgment 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


Name Address and Description
of Subscriber

Peter Geoffrey Cullum
2 County Gate
Staceys Street
Maidstone
Kent
ME14 1ST

Signed  x
A C Homer (Company Secretary)

Dated the 25th day of April 2007

Witness to the above Signature

Signature 

Print Name Andrew Hunter

Address 2 County Gate, Maidstone,
Kent, ME14 1ST

Occupation Secretary