



FILE COPY

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

Company No. 6923114

The Registrar of Companies for England and Wales hereby certifies that

DEBTS SOS LIMITED

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

Given at Companies House on **3rd June 2009**



N06923114D



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

THE COMPANIES ACTS 1985 to 2006

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES

OF ASSOCIATION OF

Debts SOS Limited

Company No:

Incorporated:

Bruce Marshall & Co

3 Crewe Road
Sandbach
Cheshire
CW11 4NE

000397/20

COMPANIES ACT 1985 to 2006
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
-OF-

1000+21
/1

Debts SOS Limited

1. Company Name

The name of the Company is Debts SOS Limited

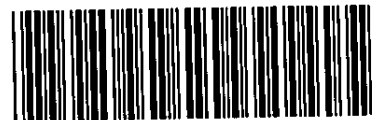
2. Registered Office

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

3. Objects Clauses

To carry on business as a general commercial company.

FRIDAY



A52 *AFLK5A9I* 241
29/05/2009
COMPANIES HOUSE

4.

Without Prejudice to the generality of the object and powers of the Company derived from section 3A of the Companies Act 1985, the Company has the power to do all or any of the following things:-

- (1) to acquire by any means any property or rights whatsoever;
- (2) to pay for any property or rights acquired by the Company and to remunerate any person either in cash or by the allotment of shares, debentures or other securities of the Company credited as fully or partly paid up, or otherwise;
- (3) to apply for, protect (by registration or otherwise), extend and renew (in each case in any part of the world), disclaim and modify any patents, trade marks, designs and other intellectual property of the Company; to experiment upon, test or improve any such property; and to make experiments in connection with any business or proposed business of the Company;
- (4) to maintain, manage, improve, develop, turn to account, grant rights and privileges in respect of and otherwise deal with all or any part of the property and rights of the Company;
- (5) to dispose of any means of the whole or any part of the undertaking, property and rights of the company;
- (6) To lend money or give credit to such person and on such terms as may seem expedient and otherwise to invest and deal with the moneys of the Company;
- (7) to borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's undertaking and property (whether present or future), including its uncalled capital, the discharge of any obligation of the Company or any other person, including (without prejudice to the generality of the foregoing) any associated company of the Company;
- (8) to give such indemnities as may seem expedient and to guarantee the performance of any obligation of any person, including (without prejudice to the generality of the foregoing) any associated company of the Company.
- (9) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments;
- (10) to establish and maintain, any non-contributory or contributory pension or superannuation funds

for the benefit of, and to give donations, gratuities, pensions and allowances to, present or former directors and employees of the Company or of any other company which is an associated company of the Company or a predecessor in business of the Company or any such associated company, or any other persons in whose welfare the Company or any such other company is or has been interested, and the wives, widows, families and dependants of any such persons; and to make payments for or towards the insurance of any such persons and the provision of pensions and allowances for any of them;

- (11) to establish and subsidise or support any institutions, associations, clubs, funds, trusts or schemes for the benefit of any such persons as are mentioned in the last preceding paragraph and to subscribe or guarantee money or make payments for any charitable, benevolent, public, general or useful object;
- (12) to purchase and maintain for any present or former officer or auditor of the Company or any associated company of the Company insurance against any such liability as is mentioned in Section 232(1) of the 2006 Act;
- (13) to give such financial assistance (as defined in Section 152 of the 1985 Act) as may be lawful, whether directly or indirectly, for any of the purposes mentioned in Section 151 of the 1985 Act;
- (14) to control, manage or otherwise assist any associated company of the Company, to provide services and facilities of all kinds to any such associated company and to make payments by way of subvention or otherwise to any such associated company or in connection with it or its business or operations;
- (15) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise) or any person or company, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences, and concessions and to carry out, exercise and comply with the same;
- (16) to pay out of the funds of the Company all expenses which may lawfully pay with respect to its formation and registration or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company;
- (17) to enter into any partnership or arrangement for sharing profits, co-operation or union of interests with any other company or person, and to establish or promote, or join in the establishment or promotion of, any other company.
- (18) to acquire and undertake the whole or any part of the business, property and liabilities of any other company or person, and to amalgamate with any other company;
- (19) to distribute any of the property of the Company in kind among its members;
- (20) to cause the Company to be registered or recognised in any part of the world.
- (21) to do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and by or through agents, trustees, sub-contractors or otherwise;
- (22) to do all such other things as are incidental or the Company may think conducive to the attainment of the above objects and the exercise of the powers (whether express or implied) of the Company.

And so that:-

- (A) in this clause the word "company" except where used in reference to the Company, shall be

deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere;

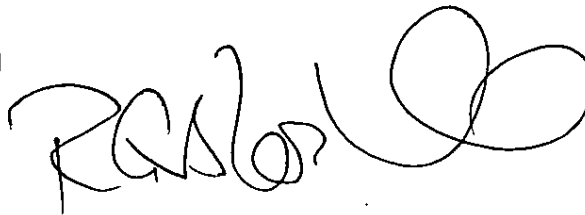
- (B) in this clause the expression "associated company" means in reference to the Company, any company in which, the Company has any direct or indirect interest;
 - (C) in this clause the expression "the 1985 Act" means the Companies Act 1985, including any statutory modification or amendment thereof for the time being in force;
 - (D) in this clause the expression "the 2006 Act" means the Companies Act 2006, including any statutory modification or amendment thereof for the time being in force; and
 - (E) the widest interpretation shall be given to each of the provisions of this clause, and none of them shall be restrictively construed or (except where the context expressly so requires) be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.
5. The liability of the members is limited.
6. The Company's share capital is £1000 divided into 500 Ordinary A shares of £1 each and 500 Ordinary B shares of £1 each.

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.

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.

Robert George Bruce Marshall
5 Bridgend
Strathconon
Muir of Ord
Ross-shire
IV6 7QQ



1 A share

Total shares taken

1

Dated this 28 May 2009

Witness to the above signatures

Signature RMW. RQD

Robert Martin Withenshaw
13 Berrystead
Hartford
Northwich
Cheshire
CW8 1NG

5. Appointment and Removal of Directors

- 5.1 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.
- 5.2 The directors may also appoint a person willing to act to be a director.
- 5.3 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 44(2) 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.

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-OF-

Debts SOS Limited

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 **£1000** divided into **500 A** ordinary shares of **£1** each and **500 B** 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.

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.

Robert George Bruce Marshall
5 Bridgend
Strathconon
Muir of Ord
Ross-shire
IV6 7QQ



1 A share

Total shares taken 1

Dated this 28 May 2009

Witness to the above signatures

Signature RM Withenshaw

Robert Martin Withenshaw
13 Berrystead
Hartford
Northwich
Cheshire
CW8 1NG

Declaration on application for registration

Please complete in typescript,
or in bold black capitals.

CHFP036

Company Name in full

DEBTS SOS LIMITED

I,

ROBERT GEORGE BRUCE MARSHALL

of

5 BRIDGEND, STRATHCONON. MURI OF ORD, ROSSSHIRE, IV6 7QQ

† 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

31 MIDDLEWICH ROAD, SANDBACH, CHESHIRE

Day Month Year

On

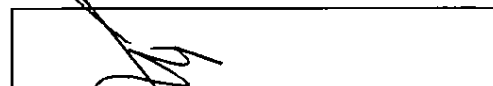
2 8 0 5 2 0 0 9

Please print name.

before me

JOHN ROBERT HYATT

Signed



Date

28/5/2009

† 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.

BRUCE MARSHALL, BRUCE MARSHALL & CO

3 CREWE ROAD, SANDBACH, CHESHIRE

CW11 4NE, ENGLAND

Tel 01270765888

DX number

DX exchange

Companies House receipt date barcode

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

**DIGITA****10**

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

CHFP036

Notes on completion appear on final page

**First directors and secretary and intended situation of
registered office****Company Name in full****DEBTS SOS LIMITED****Proposed Registered Office**

(PO Box numbers only, are not acceptable)

3 CREWE ROAD

Post Town

SANDBACH

County / Region

CHESHIRE

Postcode

CW11 4NE

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.

BRUCE MARSHALL, BRUCE MARSHALL & CO**3 CREWE ROAD, SANDBACH, CHESHIRE****CW11 4NE, ENGLAND**Tel **01270765888**

DX number

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for companies registered in England and Wales

or

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

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

DEBTS SOS LIMITED

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

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

Consent

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME * Style / Title

MR

* Honours etc

Forename(s)

ROBERT GEORGE BRUCE

Surname

MARSHALL

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.

5 BRIDGEND, STRATHCONON

Post town

MUIR OF ORD

County / Region

ROSS-SHIRE

Postcode

IV6 7QQ

Country

SCOTLAND

Date of birth

Day Month Year

2 0 1 1 1 9 5 5

Nationality

BRITISH

Business occupation

ACCOUNTANT

Other directorships

SEE ATTACHED CONTINUATION SHEET

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

Consent signature

Date

28/5/08

List of other directorships of

MR ROBERT GEORGE BRUCE MARSHALL

Other directorships

AB (MACCLESFIELD) CONTRACT CLEANING LIMITED (REG NO: 6804809)
ADVANCE CERAMICS STUDIO LIMITED (REG NO: 5753345)
AJ WEBSTER PLUMBING LIMITED (REG NO: 5543263)
AUDIOHEAD MUSIC LIMITED (REG NO: 6374742)
B B TAVERNS LIMITED (REG NO: 05910802)
BONHAM WEALTH MANAGEMENT LIMITED (REG NO: 6378231)
BONITA CASA REAL ESTATE & LIFESTYLE SOLUTIONS LIMITED (REG NO: 6113360)
BONITA GOLF LIMITED (REG NO: 04768026)
BONITA GROUP LIMITED (REG NO: 6131653)
BRUCE MARSHALL & CO LIMITED (REG NO: 3264540)
CADDIS EARTH LIMITED (REG NO: 6595088)
CADDIS LIMITED (REG NO: 6462703)
CIRCUIT SPECIALISTS EUROPE LIMITED (REG NO: 6511892)
CR PROJECT SERVICES LIMITED (REG NO: 5549848)
CREATURE COMFORTS (SANDBACH) LIMITED (REG NO: 06473157)
DCT HEALTH CONSULTING LIMITED (REG NO: 06259935)
DEVELOPING LIMITED (REG NO: 5928731)
ELEKTRIKA LIMITED (REG NO: 5425867)
ELMEC ENGINEERING LIMITED (REG NO: 5487745)
EVAN RHYS LIMITED (REG NO: 5918003)
G & B FABRICATIONS LIMITED (REG NO: 6255420)
G & S DESIGN LIMITED (REG NO: 06013419)
G B AUTOMOTIVE MARKETING LIMITED (REG NO: 06468533)
J CUBED VENTURES LIMITED (REG NO: 5484887)
JPR CONSULTANCY LIMITED (REG NO: 6373050)
KLD PROPERTY COMPANY LIMITED (REG NO: 6796184)
LAPIN BLANC LIMITED (REG NO: 6455690)
LIU OPTOMETRIC SERVICES LIMITED (REG NO: 06883001)
LLS SERVICES (CHESHIRE) LIMITED (REG NO: 6910475)
LWAH LIMITED (REG NO: 6537982)
M J FERRABEE LIMITED (REG NO: 6272541)
M SPENCER LIMITED (REG NO: 6409505)
MARSHALL WITHENSHAW TAX & ACCOUNTANCY SERVICES LIMITED (REG NO: 5620405)
MICHAEL HEWITT CAPITAL PROJECT SERVICES LIMITED (REG NO: 6195959)
MR V LIMITED (REG NO: 6552838)
OAK TREE ORTHODONTICS LIMITED (REG NO: 5957947)
ORIANA CONSULTING LIMITED (REG NO: 5318284)
PAUL WALTON LIMITED (REG NO: 5785519)
PE 4 U LIMITED (REG NO: 6038703)
PENNIEBARR LIMITED (REG NO: 5915108)
PIRATE TRANSPORT LIMITED (REG NO: 6762505)
PIXEL THERMOGRAPHICS LIMITED (REG NO: 6053659)
PJ WINDOWS & CONSERVATORIES LIMITED (REG NO: 5437786)
PK HAULAGE LIMITED (REG NO: 6166614)
PLASTIC MARTIANS LIMITED (REG NO: 06807070)
PLEASINGTON CONSULTING LIMITED (REG NO: 6556195)
PML (UK) LIMITED (REG NO: 6757628)
PUMP HOUSE FARM SUPPLIES LIMITED (REG NO: 5738167)
R HESSELL LIMITED (REG NO: 6478142)
SAME DAY INTERNATIONAL DISTRIBUTION LIMITED (REG NO: 6113357)
SAT MARKETING LIMITED (REG NO: 06259911)
SEARCH & SUPPLY LIMITED (REG NO: 6403561)
SEMPER XCEL LIMITED (REG NO: 06453708)

Company name

DEBTS SOS LIMITED

NAME * Style / Title

* Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address
Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Consent signature
Date
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)

Address
Usual residential address

For a corporation, 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

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	* Style / Title	<input type="text"/>		* Honours etc	<input type="text"/>
* Voluntary details	Forename(s)	<input type="text"/>			
	Surname	<input type="text"/>			
	Previous forename(s)	<input type="text"/>			
	Previous surname(s)	<input type="text"/>			
**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 **	<input type="text"/>			
		<input type="text"/>			
	Post town	<input type="text"/>			
	County / Region	<input type="text"/>	Postcode	<input type="text"/>	
	Country	<input type="text"/>			
Date of birth	Day	Month	Year	Nationality	<input type="text"/>
	<input type="text"/>	<input type="text"/>	<input type="text"/>		
Business occupation	<input type="text"/>				
Other directorships	<input type="text"/>				
	<input type="text"/>				
I consent to act as director of the company named on page 1					
Consent signature	<input type="text"/>			Date	<input type="text"/>

**This section must be signed by
*Either***

**an agent on behalf
of all subscribers**

Signed

Date

Or the subscribers

Signed

RG Bessell

Date

28/1/98

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,

- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:

- dormant,

- a parent company which wholly owned the company making the return,

- a wholly owned subsidiary of the company making the return, or

- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.