

# Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Pursuant to section 15(2) of the Companies Act 1948 as amended by the Companies Act 1976

41

Please do not write in this binding margin

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

Company number

1325666

Name of Company

BROKERAID

Limited\*

I, Mark John Brazierof 12, Pancras Lane, London, E.C.4.

do solemnly and sincerely declare that I am the person named as Secretary of the Company in the statement delivered under Section 21 of the Companies Act, 1976

of

BROKERAID

Limited\*

and that all the requirements of the Companies Acts 1948 to 1976 in respect of matters precedent to the registration of the said company and incident thereto have been complied with.

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

Declared at 12, Pancras Lane, London, E.C.4.the 28th day of JulyOne thousand nine hundred and 77

before me

A Commissioner for Oaths

Presentor's name, address and reference (if any)

For official use

General section

Post room



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

\* delete if inappropriate

† Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

COMPANY LIMITED BY SHARES

1325665/3

Memorandum of Association

OF

(C.R. £50)

NO.269476/3

BROKERAID LIMITED

1. The name of the Company is "BROKERAID LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :-
  - (a) To carry on and undertake any business or other transaction, operation or function commonly carried on, undertaken or performed by insurance agents, mortgage brokers, building society agents, property investment or industrial bankers, hire purchase financiers, financial agents, financiers, underwriters, concessionaires, bill brokers, discount houses, promoters of companies, capitalists or merchants, dealers in stocks and shares, loans, annuities and other securities and to guarantee the payment of money and the fulfilment of obligations by other companies, firms and persons, and to advance and lend money and assets of all kinds with security for the same on such terms and in such manner as may seem expedient; and to undertake and carry on any business, transaction or operation commonly undertaken or carried on by financiers, company promoters, concessionaires, capitalists or contractors' merchants and generally to enter into, assist or participate in financial, commercial, mercantile, industrial and other undertakings and businesses of a like nature and to carry on, develop and extend the same or sell, dispose of and deal with or otherwise turn the same to account.

1/MLG

- (b) To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.
- (c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (d) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.
- (e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.
- (f) To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as from time to time may be determined.
- (g) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint purse agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof.
- (h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company.
- (i) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.
- (j) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (k) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.


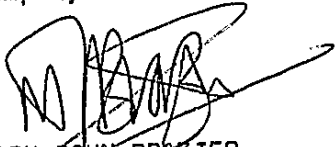
- (l) To pay or remunerate any person, firm or company for rendering services to the Company in the promotion of the Company or the placing and issue of shares, debentures, debenture stock or other securities of the Company.
- (m) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependents.
- (n) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.
- (o) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.
- (p) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.
- (q) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.
- (r) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.

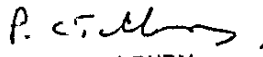
5. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each.

WE, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of shares taken by each subscriber
 JOHN WILDMAN 12 Pancras Lane, Queen Street, London, EC4N 1SJ. Company Director.	ONE
 MARK JOHN BRAZIER 12 Pancras Lane, Queen Street, London, EC4N 1SJ. Company Director.	ONE

DATED this 27th day of July 1977

WITNESS to the above signatures -

  
P.C. TILBURY,  
12 Pancras Lane,  
Queen Street,  
London, EC4N 1SJ.  
Company Director.

COMPANY LIMITED BY SHARES

Articles of Association

OF

BROKERAID LIMITED  
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PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part II of Table A") shall apply to the Company.

2. Regulations 2, 3, 24, 53, 75, 88, 107, 108, 110 and 134 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A") shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

CAPITAL

3. The initial share capital of the Company is £1,000 divided into 1,000 shares of £1 each.

4. The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject, in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 in Part II of Table A.

5. Subject to the provisions of Section 58 of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed.

### TRANSFER OF SHARES

6. Any share may be transferred by a member to his or her spouse or lineal descendant and any share of a deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the Directors, in their absolute discretion and without assigning any reason therefor, may decline to register the transfer of any share whether or not it is a fully paid share.

7. The proviso to Regulation 32 of Part I of Table A shall not apply to the Company.

### VOTES OF MEMBERS

8. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

### DIRECTORS

9. Regulations 80-87 of Part I of Table A apply except that Article 10 shall be substituted for sub-clauses (2) and (4) of Regulation 84 which shall be deleted.

10. A Director who has disclosed his interest in accordance with Regulation 84(1) of Part I of Table A and Section 199 of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum present at any meeting at which such contract or proposed contract or arrangement is being considered.

11. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

12. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director to act as Auditor for the Company.

13. The Company shall not be subject to Section 185 of the Act, and accordingly any person may be appointed or elected as a Director whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

14. The office of a Director shall be vacated:-

- (1) If by notice in writing to the Company he resigns the office of Director.

- (2) If he ceases to be a Director by virtue of Section 182 of the Act.
- (3) If he becomes bankrupt or insolvent, or enters into an arrangement with his creditors.
- (4) If he becomes of unsound mind.
- (5) If he is prohibited from being a Director by any order made under Section 188 of the Act.
- (6) If he is removed from office by a resolution duly passed under Section 184 of the Act.

#### BORROWING POWERS

15. The proviso to Regulation 79 of Part I of Table A shall not apply to the Company.

#### MANAGING DIRECTORS AND MANAGERS

16. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed, whilst holding such office, shall not be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors, but his appointment, subject to the payment to him of such compensation or damages as may be payable to him by reason thereof, shall be automatically determined if he cease from any cause to be a Director.

17. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine.

#### SECRETARY

18. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. If at any time there shall be no Secretary or for any reason no Secretary capable of acting, the Directors may appoint an assistant or deputy Secretary.

#### NOTICES

19. Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company any address within the United Kingdom for the giving of notices to them.



FIRST DIRECTORS

20. The number of Directors shall not be more than ten but the Company in General Meeting may reduce or increase this limit. The first Director shall be JOHN WILDMAN.


FIRST SECRETARY

21. The first Secretary of the Company shall be MARK JOHN BRAZIER.


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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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JOHN WILDMAN  
12 Pancras Lane,  
Queen Street,  
London, EC4N 1SJ.  
Company Director.




MARK JOHN BRAZIER  
12 Pancras Lane,  
Queen Street,  
London, EC4N 1SJ.  
Company Director.

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DATED this 27th day of July 1977

WITNESS to the above signatures -



P.C. TILBURY,  
12 Pancras Lane,  
Queen Street,  
London, EC4N 1SJ.  
Company Director.



THE COMPANIES ACTS 1948 TO 1976

Form No. 1

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

Pursuant to sections 21 and 23(2) of the Companies Act 1976

1

Please do not  
write in this  
binding margin



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

\* delete if  
inappropriate

Company number

1325665/5

Name of Company

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

12, Pancras Lane, London, E.C.4.
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If the memorandum is delivered by an agent for the subscribers of  
the memorandum, please mark 'X' in the box opposite and insert the  
agent's name and address below

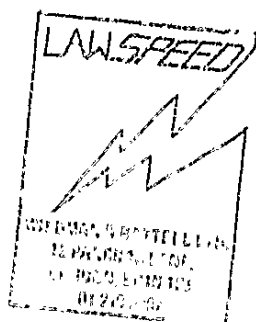
X
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WILDMAN & BATTELL LIMITED,
12, Pancras Lane, Queen Street,
London, EC4N 1SJ

If the spaces provided on page 2 are insufficient and use has been made  
of continuation sheets (see note 1), please enter in the box opposite  
the number of continuation sheets which form part of this statement

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Presenter's  
reference (if any):



For official use  
General section

Post room

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

Please do not write in this binding margin



**Important**  
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	Business occupation
John Wildman	Company Director
Former name(s) (note 3)	Nationality
Address (note 4)	British
12 Pancras Lane, London, E.C.4.	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
Wildman & Battell Limited	
I hereby consent to act as director of the company named on page 1	
Signature	Date 27.7.77

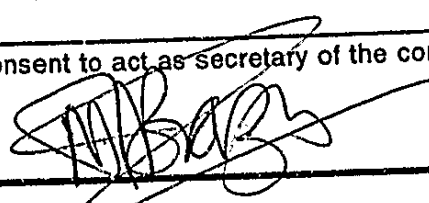
Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Please do not  
write in this  
binding margin



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

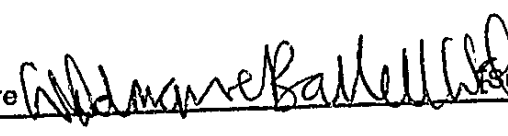
Name (notes 2 & 7)	Mark John Brazier
Former name(s) (note 3)	None
Address (notes 4 & 7)	12, Pancras Lane, E.C.4
I hereby consent to act as secretary of the company named on page 1	
Signature	
	Date 27.7.77

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	
	Date

\* as required by  
section 21(3) of  
the Companies  
Act 1976

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

† delete as  
appropriate

Signature  [Subscriber] [Agent]† Date 27.7.77

Signature \_\_\_\_\_ [Subscriber] [Agent]† Date \_\_\_\_\_



## CERTIFICATE OF INCORPORATION

No. 1325665

I hereby certify that

**BROKERAID LIMITED**

is this day incorporated under the Companies Acts 1948 to 1976 and that the  
Company is Limited.

Given under my hand at Cardiff the

**16TH AUGUST 1977**

*D. A. Pendlebury*  
D. A. PENDLEBURY

*Assistant Registrar of Companies*