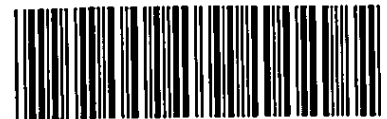


Company number 01600910
COMPANIES ACT 1985 & 1989
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF

B.I.B. (Darlington) Limited ('the Company')

WEDNESDAY



A37 *AR2TXQDW* 299
13/06/2007
COMPANIES HOUSE
A35 *A0XMAQ1U* 304
01/06/2007
COMPANIES HOUSE

Pursuant to Regulation 8 of the Company's Articles of Association

Passed on the *30th MAY 2007*

We the undersigned members of the above named Company being all the members at the date hereof who would be entitled to attend and vote at a general meeting of the Company hereby resolve as follows, such resolutions to take effect as written resolutions

- A) That the authorised share capital of the Company be increased from £21000 divided into 21,000 Ordinary Shares of £1 00 each to £21,980 divided into 21,000 Ordinary Shares of £1 00 and 3,500 'B' Shares of £0 28 each by the creation of an additional 3,500 'B' Shares of £0 28 each such 'B' Shares to carry the rights and to be subject to the restrictions attaching thereto under the new articles of association of the Company to be adopted pursuant to Resolution D below
- B) That, subject to the new articles of association of the Company to be adopted pursuant to Resolution D below, the Directors of the Company be generally and unconditionally authorised for the period of five years from the date of this Resolution to exercise all the powers of the Company to allot and dispose of or grant options over relevant securities (within the meaning of Section 80 of the Companies Act 1985) to such persons on such terms and in such manner as they think fit up to an aggregate nominal value of £21,980
- C) That each shareholder hereby waives all rights of pre-emption of whatsoever kind and howsoever arising in respect of the allotment of 3,500 B Shares of £0 28 each in the capital of the Company to Brokerbilly Limited, the consideration for such allotment being the

issue and allotment to the Company of 1,000 C Shares of £1 00 each
in the capital of Brokerbilty Limited

- D) That the memorandum and articles of association annexed to this resolution and initialled by the shareholders by way of identification be adopted in full as the memorandum and articles of association of the Company to the exclusion of all existing memorandum and articles of association of the Company

Martin Littleton

A handwritten signature in black ink, appearing to read 'M. Littleton', with a long horizontal flourish extending to the right.

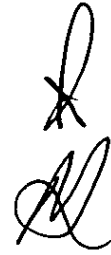
Peter Atkinson

A handwritten signature in black ink, appearing to read 'P. Atkinson', with a stylized, looped structure.

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

B I B (DARLINGTON) LIMITED



Adopted

30TH MAY

2007

PRELIMINARY

1 (1) The Regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as Table A) as amended at the date of adoption of these Articles shall apply to the Company save insofar as they are excluded or varied hereby, and such Regulations save as so excluded or varied together with the Articles hereinafter contained shall be the Articles of Association of the Company

(2) Regulations 3, 24, 25, 41, 46, 48, 62, 64, 67, 73, 74, 75, 80, 94, 95, 96, 97, 101 of Table A and the words "shall be sealed with the seal and" in line 5 of Regulation 6 and the second and third sentences of Regulation 79 of Table A shall not apply to the Company.

INTERPRETATION

2 The provisions as to the interpretation of Table A contained in Regulation 1 thereof shall apply to the interpretation of these Articles as they apply to the interpretation of Table A. In these Articles, the following words and phrases have the following meanings

'the Act' means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force

'the B Shares' means the B shares of £0.28 each in the capital of the Company

'Redemption Periods' means the periods commencing on each anniversary of the date the relevant B Shares are acquired by a party and ending on the date three months thereafter (both dates inclusive)

ALLOTMENT OF SHARES

3.1 Any shares proposed to be issued shall first be offered to the holders of the Ordinary Shares in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them, such further offer shall be made in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that,

in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the holders of the Ordinary Shares

3 2 In accordance with section 91(1) of the Act, section 89(1) and section 90(1) to (6) of the Act shall be excluded from applying to the Company

3 3 The directors are hereby generally and unconditionally authorised to exercise the powers of the Company to allot relevant securities as defined in section 80 of the Act and are empowered to make offers or agreements which would or might require relevant securities as so defined to be allotted after the expiration of such authority

3 4 Unless and until the authority conferred by regulation 3 3 above is revoked, renewed or varied

(a) the maximum amount of relevant securities as so defined that may be allotted under such authority shall be the amount of unissued relevant securities in the capital of the Company at the date of adoption of these Articles,

(b) such authority shall expire on the fifth anniversary of the date of incorporation of the Company

PRIVATE COMPANY

4 The Company is a private Company and accordingly the Company shall not offer, allot or agree to allot any shares in or debentures of the Company to the public with a view to all or any of such shares or debentures being offered for sale to the public, and sections 58 (3), 59 and 60 of the Act shall apply for the purposes of this Article as they apply for the purposes of the Act

SHARES

5 (1) The authorised share capital at the date of the adoption of these articles of association is £21,980 divided into 21,000 Ordinary Shares of £1 00 each and 3,500 'B' Shares of £0 28 each such 'B' Shares to carry the following rights

Income:

The B Shares shall carry no right to income whatsoever

Return of Capital:

On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any Shares), the surplus assets of the Company remaining after the payment of its liabilities shall be applied in the following order of priority

- | | |
|----------|--|
| Firstly | The holders of the B Shares shall be paid the sum of £1 00 in aggregate such sum to be divided amongst the holders of the B Shares in proportion to the number of fully paid B Shares held |
| Secondly | The balance of such assets (if any) shall be distributed amongst the holders of the Ordinary Shares according to the amount paid up or credited as paid up on each such Share |

Voting:

The B Shares shall confer on their holders the right to receive notice of and to attend at any general meeting of the Company but shall not entitle their holders to any voting rights at all

Redemption:

- A Subject to the provisions of the Act a holder of B Shares for the time being may at any time during a Redemption Period (or at any other time with the consent of

the Company) require the Company (by service of notice in writing) to redeem all (but not some only) the B Shares held by them at par

B Subject to the provisions of the Act the Company may serve a notice in writing on a holder of B Shares for the time being to redeem all (but not some only) of the B Shares held by them at par at the following times

B 1 during a Redemption Period (as extended by the provisions of article 5(3), or

B 2 during a period of three months from and including the date of completion of a sale of all the Ordinary Shares then in issue,

B 3 during a period of three months from and including the date on which a third party acquires shares in the Company by means of an allotment where those shares carry not less than 10% of the total votes that may be cast in a general meeting of the Company, or

B 4 at such other time with the consent of all the holders of the relevant B Shares

5(2) Following service of a notice pursuant to resolution 5 A or 5 B above the B Shares subject to that notice shall be redeemed on the date falling 10 days after the date of the notice (or such other date being less than 28 days after the date of the notice as is agreed by the directors and the holders of the relevant B Shares)

5(3) Notwithstanding anything to the contrary, if a company in which the Company holds redeemable shares (the "first company") elects to redeem those shares (and/or any shares derived from them) under the terms of the first company's articles of association then the Redemption Period relating to the first company's B Shares in the Company shall be deemed to be extended for the purposes of regulation 5(1)B for a further 28 days from the expiry of the relevant Redemption Period

5(4) Any notice served under article 5 shall be irrevocable unless the majority of the directors determine otherwise

5(5) Any B Shares not redeemed on the due date shall be redeemed forthwith upon redemption becoming possible under the terms of the Act

5(6) Upon redemption of the B Shares in accordance with regulation 5 the Company shall pay to the registered holder of the relevant B Shares the sum of £0.28 on each redeemed share and upon receipt of that sum the holder shall surrender to the Company the certificate for the shares which are to be redeemed in order that it be cancelled

5(7) No B Shares shall be redeemed otherwise than out of distributable profits or the proceeds of a fresh issue of shares made for the purposes of the redemption or out of capital to the extent allowed by the Act

5(8) No B Share redeemed by the Company shall be capable of reissue

REDEMPTION OF SHARES

6 Subject to the provisions of the Act shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder, provided that the terms on which and the manner in which any such redeemable shares shall or may be redeemed shall be specified in the Articles

LIEN

7 The lien conferred by Regulation 8 of Table A shall also attach to

(1) fully paid shares,

(2) all shares whether fully paid or not standing registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or shall be one of two or more joint holders

TRANSFER OF SHARES

8 The transferor shall be deemed to remain a holder of any shares which have been or are to be transferred until the name of the transferee is entered in the register of members in respect thereof

9 The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of any share, whether or not it is fully paid

PROCEEDINGS AT GENERAL MEETINGS

10 If the Company has more than one member

(1) If the quorum prescribed by Regulation 40 of Table A is not present within half an hour from the time appointed for the meeting the meeting shall stand adjourned to the same day the next week at the same time and place or such time and place as the directors may determine

(2) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting one person entitled under Regulation 40 of Table A to be counted in a quorum present at the meeting shall be a quorum

11 (1) A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded

(2) A poll may be demanded

(a) by the chairman, or

(b) by a member (present in person or by proxy) having the right to attend and vote at the meeting, or

(c) by a duly authorised representative of a corporation

(3) The demand for a poll may, before the poll is taken, be withdrawn.

(4) A demand so withdrawn shall not be taken to have invalidated the result of a vote on a show of hands declared before the demand was made

(5) A resolution in writing executed pursuant to Regulation 53 of Table A and which is expressed to be a special resolution or an extraordinary resolution shall have effect accordingly

VOTES OF MEMBERS

12 There shall be inserted the words "Unless the directors otherwise determine" before the words "No member shall" in Regulation 57 of Table A which shall be modified accordingly in its application to the Company

13 (1) The instrument appointing a proxy and any such authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may

(a) be deposited at the office or at such other place within the United Kingdom and at such

time as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting, or

(b) notwithstanding any provision to the contrary in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting, be deposited with the chairman 30 minutes before the commencement of the meeting or adjourned meeting and an instrument of proxy which is not so deposited or delivered in a manner so permitted shall be invalid

(2) Deposit of an instrument of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment thereof

NUMBER OF DIRECTORS

14 (1) The number of directors need not exceed one

(2) If and so long as there is a sole director he may exercise all the powers and authorities vested in the directors by these Articles and by Table A

ALTERNATE DIRECTORS

15 An alternate director shall cease to be an alternate director if his appointor ceases to be a director

POWERS OF DIRECTORS

16 In addition to and without prejudice to the generality of the powers conferred by Regulation 70 of Table A the directors may mortgage or charge all the undertaking and property of the Company including the uncalled capital or any part thereof, and may issue debentures, debenture stock and other securities whether outright of the Company or of any third party

PROCEEDINGS OF DIRECTORS

17 The words "and unless so fixed at any other number shall be two" shall be omitted from Regulation 89 of Table A in its application to the Company

18 For the purposes of Regulation 93 of Table A, the consent of a director or an alternate director to a resolution may also be given by letter, telex, cable, fax, email or other similar means

INDEMNITY

19 In addition to the indemnity conferred by Regulation 118 of Table A and subject to the provisions of the Act, every such person as is mentioned in the said Regulation shall be entitled to be indemnified out of the assets of the Company against all expenses, losses or liabilities incurred by him as agent of the Company or for the Company's benefit or intended benefit or in or about the discharge or intended discharge of his duties in relation to the Company

THE COMPANIES ACTS 1985 & 1989

COMPANY Limited BY SHARES

MEMORANDUM OF ASSOCIATION OF

WEDNESDAY



A37 13/06/2007 279
COMPANIES HOUSE
A35 01/06/2007 309
COMPANIES HOUSE

4.

B I B (DARLINGTON) LIMITED

Adopted 30TH MAY 2007

- 1 The name of the Company is "B I B (DARLINGTON) 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 all or any of the businesses of insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, estate and business developers, commission and manufacturers' agents, surveyors, auctioneers, claims assessors, building contractors, financiers, trade credit and status enquiry agents, valuers, assessors, assessors' agents, arbitrators and specialists and general agents for the transaction of life, pension, house, motor, marine, fire, employers' liability, accident, burglary and other insurance business, agents for effecting insurance and obtaining policies in respect of all and every kind of risk and against death, injury or loss arising out of, or through, or in connection with any accidents to human beings against loss or damage to real or personal property, commission and business agents, land, house and general property agents, bill brokers, business transfer agents and agents for the purchase and sale of annuities, and for negotiating loans, to make advances upon the security of land or house or other property or any interest therein, and generally to deal in, traffic with by way of sale, lease, mortgage, exchange, development or otherwise and to let for building, development, investment or any other purpose any land or house property or estates, and any other property, whether real or personal of any nature or kind whatsoever and any interest therein, whether in reversion, remainder or expectancy, to undertake and carry on any business, transaction or operation capable of being undertaken or carried on by insurance brokers and agents, commission agents, financiers, general agents and the like
 - (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company
 - (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property
 - (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire
 - (e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of

the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, 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 the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner

(i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments

(k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests

(l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions

(m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest

(n) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or

otherwise acquire all or any part of the shares or securities of any such company as aforesaid

(o) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same

(p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts

(q) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient

(r) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company

(s) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business, to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons, to make payments towards insurance, and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants, and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained

(t) To distribute among the Members of the Company in kind any property of the Company of whatever nature

(u) To procure the Company to be registered or recognised in any part of the world

(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause,

- except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere

4 The liability of the Members is limited

5 The share capital of the Company at the date of adoption of this memorandum is £21,980 divided into 21,000 Ordinary Shares of £1 each and 3,500 B Shares of £0.28 each