

THE COMPANIES ACTS 1948 TO 1981

G

Declaration of compliance with the requirements on application for registration of a company

Pursuant to section 3(5) of the Companies Act 1980

41a

Please do not
write in this
binding margin



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

*Insert full
name of company

For official use

Company number

☐ ☐ ☐

1816172/1

Name of company

ELLIOCART LIMITED

I, HOWARD THOMAS,
of 70/74 CITY ROAD, LONDON, EC1Y 2DQ.

†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

do solemnly and sincerely declare that I am A PERSON NAMED IN THE STATEMENT
DELIVERED UNDER SECTION 21 OF THE COMPANIES ACT 1976 AS SECRETARY
of ELLIOCART LIMITED

and that all the requirements of the Companies Acts 1948 to 1981
in respect of the registration of the said company and of matters
precedent and incidental 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 11 Breems Buildings,
in the City of London EC4

the 9th day of APRIL
One thousand nine hundred and Eighty-four.

before me MF Lang
A Commissioner for Oaths or Notary Public or Justice of the Peace
or Solicitor having the powers conferred on a Commissioner for Oaths

Signature of Declarant

Presenter's name, address and
reference (if any):

For official use
New companies section

Post room

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

ELLIOGART LIMITED

1816172/3



1. The name of the Company is "ELLIOGART 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 general merchants and traders, manufacturers, assemblers, distributors, importers, exporters, merchants, factors and shippers of and wholesale and retail dealers in goods, wares, produce, products, commodities, fancy goods, handicrafts, and merchandise of every description, to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient, and to negotiate, assign and mortgage or pledge for cash or otherwise, any such agreements and the payments due thereunder and any property the subject thereof, to carry on all or any of the businesses of mail order specialists, credit and discount traders, cash and carry traders, manufacturers' agents, commission and general agents, brokers, factors, warehousemen, and agents in respect of raw and manufactured goods, of all kinds, and general railway, shipping and forwarding agents and transport contractors; to create, establish, build up, and maintain an organisation for the marketing, selling, retailing, servicing, advertisement, distribution or introduction of the products, merchandise, goods, ware, and commodities dealt in or services rendered by any persons, firms or companies, and to participate in, undertake, perform, and carry out all kinds of commercial, trading and financial operations and all or any of the operations ordinarily performed by import, export and general merchants, factors, shippers, agents, traders, distributors, capitalists, and financiers, either on the Company's own account or otherwise; and to open and establish shops, stalls, stores, markets and depots for the sale, collection and distribution of the goods dealt in by the Company.

Oyey
7667F

(B) To carry on any other trade or business whatsoever 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 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 make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for any person or corporation.

(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 and 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 or 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 other 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 other 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 nowise 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 share capital of the Company is £100, divided into 100 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 several persons whose names and addresses 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 |
|--|---|
|--|---|

H. THOMAS,
70/74 City Road,
London EC1Y 2DQ.

ONE

Company Registration Agent.

C. MILFORD-COTTAM,
70/74 City Road,
London EC1Y 2DQ.

ONE

Company Registration Agent.

Dated this 9th day of April, 1984.

Witness to the above Signatures:-

W.R. PAYNE,
70/74 City Road,
London EC1Y 2DQ.

Company Registration Agent.

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

ELLIOGART LIMITED

1816172/4

PRELIMINARY

1. (a) Subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") as modified by the Companies Acts 1948 to 1981 (as defined by Section 119 (2) of the Companies Act 1981) shall apply to the Company.

(b) Regulations 3, 10, 11, 24, 75, 79, 88, 96 and 97 of Table A shall not apply to the Company.

(c) In these Articles the following definition shall be added to the definitions set out in regulation 1 of Table A:-

"the Statutes" means the Companies Acts 1948 to 1981 as defined in Section 119 (2) of the Companies Act 1981 and every statutory modification and re-enactment thereof and every other Act for the time being in force concerning companies and affecting the Company.

2. The company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public.

SHARES

3. (a) The Directors may subject to Article 4 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 14 (10) of the Companies Act 1980) of the Company to such persons and generally on such terms and conditions as the Directors think proper.

(b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 4 hereof and shall extend to all relevant securities of the Company from time to time unissued during the period of such authority. The said authority will expire on the 31st day of March, 1989 unless renewed, varied or revoked by the Company in general meeting.

(c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

4. (a) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 3 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

(b) Section 17 (1) of the Companies Act 1980 shall not apply to any allotment of shares in the Company.

5. Subject to the provisions of the Statutes, any Shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN

6. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

TRANSFER OF SHARES

7. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A shall be modified accordingly.

8. Save as otherwise provided in these Articles, the Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

DIRECTORS

9. Unless and until otherwise determined by the Company in General Meeting and subject to Article 10 hereof the number of the Directors shall not be less than two nor more than five. The first Directors of the Company will be the person or persons named in the Statement delivered to the Registrar of Companies in accordance with Section 21 of the Companies Act 1976.

10. If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly.

11. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A.

BORROWING POWERS

12. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to Section 14 of the Companies Act 1980 and Article 3 hereof, to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

13. (a) Subject to the next following sub-paragraph a Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present of any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, which paragraphs shall not apply to the Company.

(b) The Company shall in all respects duly comply with the provisions of Part IV of the Companies Act 1980.

DISQUALIFICATION OF DIRECTORS

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 any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of the Statutes.
- (5) If he becomes of unsound mind.
- (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

15. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

REMOVAL OF DIRECTORS

16. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead.

PROCEEDINGS OF DIRECTORS

17. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

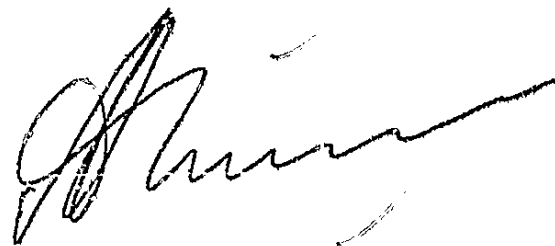
SECRETARY

18. The first Secretary of the Company shall be Howard Thomas.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

H. THOMAS,
73/74, City Road,
London, EC1Y 2DQ.

Company Registration Agent.



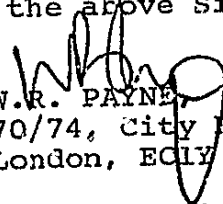
C. MILFORD-COTTAM,
70/74, City Road,
London, EC1Y 2DQ.

Company Registration Agent.



Dated this 9th day of April, 1984.

Witness to the above Signatures:-


W.R. PAYNE,
70/74, City Road,
London, EC1Y 2DQ.

Company Registration Agent.

THE COMPANIES ACTS 1948 TO 1981

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

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

Please do not
write in this
binding margin

For official use

1816172/5

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

To the Registrar of Companies

Name of Company

ELLIOGART

Limited*

*delete if
inappropriateThe intended situation of the registered office of the company
on incorporation is as stated below

70/74 CITY ROAD LONDON EC1Y 2DQ.

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

Number of continuation sheets attached (see note 1)

Presentor's name, address and
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 (note 2) 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 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

| | | | |
|--|-------------------------------------|---|--------------------|
| Name (note 3) | HOWARD THOMAS | Business occupation | REGISTRATION AGENT |
| Previous name(s) (note 3) | | Nationality | BRITISH |
| Address (note 4) | 70/74 CITY ROAD LONDON EC1Y 2DQ. | Date of birth (where applicable) (note 6) | |
| Other directorships† | | | |
| NONE | | | |
| I hereby consent to act as director of the company named on page 1 | | | |
| Signature | | Date 9.4.84 | |

| | | | |
|--|-------------------------------------|---|--------------------|
| Name (note 3) | CATHERINE MILFORD-COTTAM | Business occupation | REGISTRATION AGENT |
| Previous name(s) (note 3) | | Nationality | BRITISH |
| Address (note 4) | 70/74 CITY ROAD LONDON EC1Y 2DQ. | Date of birth (where applicable) (note 6) | |
| Other directorships† | | | |
| NONE | | | |
| I hereby consent to act as director of the company named on page 1 | | | |
| Signature | | Date 9.4.84 | |

| | | | |
|--|--|---|--|
| Name (note 3) | | Business occupation | |
| Previous name(s) (note 3) | | Nationality | |
| Address (note 4) | | Date of birth (where applicable) (note 6) | |
| Other directorships† | | | |
| | | | |
| | | | |
| I hereby consent to act as director of the company named on page 1 | | | |
| Signature | | Date | |

Please do not
write in this
binding margin



Important

The particulars to
be given are those
referred to in
section 21(2)(b) of
the Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please read
the notes on
page 4 before
completing this
part of the form.

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 3 & 7) | |
| HOWARD THOMAS | |
| Previous name(s) (note 3) | |
| Address (notes 4 & 7) | |
| 70/74 CITY ROAD, | |
| LONDON EC1Y 2DQ. | |
| I hereby consent to act as secretary of the company named on page 1 | |
| Signature | Date 9.4.84 |

| | |
|---|------|
| Name (notes 3 & 7) | |
| | |
| Previous 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 WRBany [Subscriber] [Agent]† Date 9-4-84

Signature _____ [Subscriber] [Agent]† Date 9-4-84

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1816172

I hereby certify that

ELLIOGART LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,

Cardiff the

15TH MAY 1984

A handwritten signature in cursive script, appearing to read 'E. Jones.'.

MRS. E. J. JONES

an authorised officer

Number of Company : 1816172 ¹⁹

THE COMPANIES ACTS 1948 TO 1980

SPECIAL RESOLUTION

(Pursuant to Section 141(2) of the Companies Act 1948)

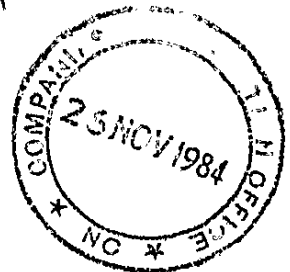
OF

ELLIOGART LIMITED



Passed the

9th day of November 1984



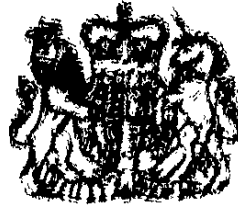
At an Extraordinary General Meeting of the Members of
the above named Company, duly convened and held on the Ninth
day of November 1984 the following SPECIAL RESOLUTION
was duly passed :-

"that the name of the Company be changed to
THE CARDINAL MORTGAGE SERVICE LIMITED "

CHAIRMAN

Oyez Services Limited
Company Division
23/74 City Road
London, EC1Y 2DQ
Tel. 253-0444

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1816172 | 10

I hereby certify that

ELLIOSANT LIMITED

having by special resolution changed its name, is now

Incorporated under the name of

THE CARDINAL MORTGAGE SERVICE LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the

30TH NOVEMBER 1984

A.K. Phillips
MRS. A. K. PHILLIPS
an authorised officer

No. 1816172

11 The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

THE CARDINAL MORTGAGE SERVICE LIMITED

Passed 19th February, 1985

At the EXTRAORDINARY GENERAL MEETING of the above named Company,
duly convened, and held at 62/64 Unicorn Hill, Redditch in the County
of Hereford and Worcester on the 19th February, 1985
the following Special Resolution was duly passed as a Special
Resolution of the Company:-

RESOLUTION

That the number '98' be added to Article 1(b).

Signed.....

[Handwritten signature]



No. 1816172

12

The Companies Act 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
of
THE CARDINAL MORTGAGE SERVICE LIMITED

Passed 10th September 1985

At the EXTRAORDINARY GENERAL MEETING of the above named Company,
duly convened, and held at 62/64 Unicorn Hill,
Redditch, Worcs on the 10th September 1985,
the following Special Resolution was duly passed as a Special
Resolution of the Company:-

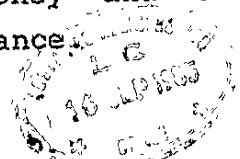
RESOLUTION

That the Memorandum of Association be altered by
deleting the existing clause 3A and inserting the
following new clause:-

To carry on business as insurance and mortgage brokers,
underwriting agents in all classes of insurance, pensions
advisers, consultant assessors, average adjusters, business
transfer agents, estate agent, surveyors and valuers and
to negotiate and arrange, as agents, for the purchase
or sale of any trade or business, or any interest therein,
the purchase of sale or partnerships, or the purchase,
sale or mortgage of debentures, shares, bonds or otherwise
securities or any real or personal property, and to
undertake the reorganisation of any trade or business,
the raising, advancing or borrowing of money and the
provision of hire purchase and credit sale finance.

Cardinal Mortgage Services
Company Division
70/74 City Road, London EC1Y 2QQ

Signed.....

COMPANIES FORM No. 225(2)

Notice of new accounting reference date given after the end of an accounting reference period by an holding or subsidiary company or by a company subject to an administration order

Please do not
write in this
margin

Pursuant to section 225(2) of the Companies Act 1985
as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies

For official use

Company number

1816172

*Insert full name
of company

Name of company

*
THE CARDINAL MORTGAGE SERVICE LIMITED

Day Month

| | | | |
|---|---|---|---|
| 3 | 1 | 1 | 2 |
|---|---|---|---|

Day Month Year

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 3 | 1 | 1 | 2 | 1 | 9 | 8 | 7 |
|---|---|---|---|---|---|---|---|

Note
Please read notes
1 to 5 overleaf
before completing
this form.

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

†Delete as appropriate

The previous accounting reference period of the company is to be treated as [shortened] [extended]† and [is to be treated as having come to an end] [will come to an end]† on

If neither of these statements can be completed, the notice cannot be given

If this notice is given by a company which is a subsidiary or holding company but which is not subject to an administration order, the following statement should be completed:

The company is a [subsidiary] [~~holding company~~] of MANDARINE GROUP PLC

, company number. 1997607

the accounting reference date of which is 31/12

If this notice is being given by a company which is subject to an administration order, the following statement should be completed:

An administration order was made in relation to the company on _____
and is still in force.

‡ Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed Walter D. Cross

Designation#

Date 25/3/88

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

Mr M D Moss
Director
The Cardinal Mortgage
Service Ltd
6 North Brink
Wisbech
Cambs PE13 1JR

For official use
General Section

Post room

Price Waterhouse



4 September 1990

The Directors
Hambro Countrywide PLC
Wilsons Corner
1/5 Ingrave Road
Brentwood
Essex
CM15 8TB

Dear Sirs,

We give notice that we are resigning as auditors of Hambro Countrywide PLC and its subsidiaries audited by Price Waterhouse with effect from today's date. There are no circumstances connected with our resignation which we consider should be brought to the notice of the shareholders or creditors of Hambro Countrywide PLC and its subsidiaries audited by Price Waterhouse.

Yours faithfully,

HLC/ASC/MFF

Name of Subsidiary Company: THE CARDINAL MORTGAGE SERVICES LIMITED
Company Number: 1816172

The Companies Act 1985

Company No. 1816172

SPECIAL RESOLUTION

OF

THE CARDINAL MORTGAGE SERVICES LIMITED

passed on 3 December 1990

at 2.00 pm

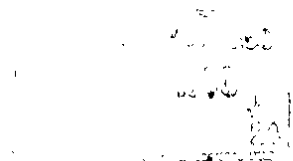
At an Annual General Meeting of the Company held at 1-7 Langleys Road, Selly Oak, Birmingham on 3 December 1990 at 2.00pm the following resolution was duly passed as a Special Resolution:

"That in accordance with Section 250 of the Companies Act 1985, as amended by the Companies Act 1989, the Company shall be exempt from the obligation to appoint auditors as otherwise required by Section 384 of that Act."



CHAIRMAN

Presented by:
Jennifer Reynolds
Dixons
1-7 Langleys Road
Selly Oak
Birmingham



THE COMPANIES ACT 1986
(As amended by the Companies Act 1989)

Company No. 01816172

SPECIAL AND ELECTIVE

RESOLUTIONS

OF

THE CARDINAL MORTGAGE SERVICE LIMITED

(passed on 21st November, 1994)

At an Annual General Meeting of the above Company held at Queensgate, 1 Myrtle Road, Brentwood, Essex CM14 5EG on the 21st November, 1994 at 12:00 noon, the following resolutions were duly passed:-

SPECIAL RESOLUTION

1. "That accounts of the Company for the financial year ended 1993 having been laid before the Company at the Meeting, and the Company having qualified as small in that year and having been dormant since the end of it, resolves to make itself exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts and from the obligation to appoint auditors."

ELECTIVE RESOLUTION

2. "That in accordance with Section 366A of the Companies Act 1985 the Company shall be dispensed with the holding of an annual general meeting of the Company in 1995 and subsequent years as otherwise required by Section 366 of that Act".

ELECTIVE RESOLUTION

3. "That in accordance with Section 252 of the Companies Act 1985 the Company shall be dispensed with the laying of accounts and reports before the Company in general meeting in 1995 and subsequent years as otherwise required by Section 241 of that Act".


Chairman/Director

Presented by:
S. Law,
HAMBRO COUNTRYWIDE PLC,
Queensgate,
1 Myrtle Road,
Brentwood,
Essex.
CM14 5EG.
BM\BM003.CAR



THE COMPANIES ACT 1986
(As amended by the Companies Act 1989)

Company No. 01816172

SPECIAL AND ELECTIVE
RESOLUTIONS
OF
THE CARDINAL MORTGAGE SERVICE LIMITED

(passed on 21st November, 1994)

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SPECIAL RESOLUTION

1. "That accounts of the Company for the financial year ended 1993 having been laid before the Company at the Meeting, and the Company having qualified as small in that year and having been dormant since the end of it, resolves to make itself exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts and from the obligation to appoint auditors."

ELECTIVE RESOLUTION

2. "That in accordance with Section 366A of the Companies Act 1985 the Company shall be dispensed with the holding of an annual general meeting of the Company in 1995 and subsequent years as otherwise required by Section 366 of that Act".

ELECTIVE RESOLUTION

3. "That in accordance with Section 252 of the Companies Act 1985 the Company shall be dispensed with the laying of accounts and reports before the Company in general meeting in 1995 and subsequent years as otherwise required by Section 241 of that Act".


Chairman/Director

Presented by:
S. Law,
HAMBRO COUNTRYWIDE PLC,
Queensgate,
1 Myrtle Road,
Brentwood,
Essex.
CM14 5EG.
BM\PM003.CAR

