



**Statutory Declaration of compliance
with requirements on application
for registration of a company**

12

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use

[] [] [] [] [] [] [] [] [] []

2100805

Name of company

* 1ST QUOTE CAR INSURANCE (MANAGEMENT)
LIMITED

* insert full
name of Company

I, Ashok Kumar
of 4 Bishops Avenue
Northwood
Middlesex HA6 3DG

† delete as
appropriate

do solemnly and sincerely declare that I am a ~~[Director engaged in the formation of the company]~~
[person named as ~~XXXXXX~~ secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act 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
provisions of the Statutory Declarations Act 1835

Declared at 57 College Road
Harrow
Middlesex

Declarant to sign below

the 26th day of January
One thousand nine hundred and 87
before me *M. D. Jethwa*

[Signature]

M. D. Jethwa
~~XXXXXX~~ Solicitor having the powers conferred on a
Commissioner for Oaths.

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

ELK Registrars Limited
4 Bishops Avenue
Northwood
Middlesex HA6 3DG

For official Use
New Companies Section



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

1st Quote Car Insurance (Management)
Limited

2100805

A. The company's name is 1st Quote Car Insurance (Management) Limited ✓

B. The company's registered office is to be situated in England. ✓

C. The company's objects are:-

1(a) To carry on all or any of the businesses of insurance and mortgage brokers and consultants financiers financial agents advisers managers and administrators hire purchase financiers and brokers estate and business developers manufacturers' agents surveyors auctioneers claims assessors building contractors 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 and against loss or damage to real or personal property commission and business agents land house estate and general property agents bill brokers business transfer agents and agents for the purchase and sale of annuities and for negotiating loans and to undertake and carry on any business transaction or operation capable of being undertaken carried on by insurance and mortgage brokers and agents commission agents financiers general agents and the like.

(b) To carry on business as press and public relations consultants, advertising and publicity agents and specialists, press, radio, screen and sports publicity agents, press cutting agents, railway and omnibus advertising contractors, sandwich boardmen, bill-posters, advertising consultants, artists, commercial artists,

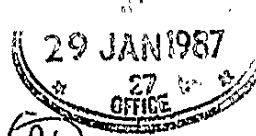


224

BAR

£300

001652



signwriters, designers and illustrators, draughtsmen, newspaper and magazine publishers, display specialists and contractors, window dressing specialists, sales consultants and specialists and business advisers and office organisers.

- (c) To carry on business as trade consultants and advisers in connection with the production, marketing and export of products, apparatus and articles of commercial, manufacturing, personal and household use, organisers of companies, businesses, trading and financial concern and to initiate and undertake market research surveys and schemes for the promotion of the sale of products of all kinds, exhibition promoters and organisers, consultant engineers, consultant electronic engineers and general consultants for the import, export, manufacture, wholesaling, retailing and dealing in articles and services of all kinds.
- (d) To act as estate agents, business and general transfer agents, surveyors, assessors, valuers, and salvage and average adjusters.
- (e) To carry on the business of financiers and to finance and negotiate mortgages and loans of every description and to advance and lend money on the security of properties and assets of all kinds and upon such terms as may be arranged; to draw, accept, endorse, discount, buy, sell and deal in bills of exchange, promissory notes, bonds debentures, coupons and other negotiable instruments, and securities; to issue on commission, subscribe for, take, acquire and hold, sell, exchange and deal in shares, stocks, debentures, bonds, obligations or securities of any government, authority or company; to form, promote, subsidise and assist companies, syndicates and partnerships of all kinds, to give any guarantee for payment of money or the performance of any obligation or undertaking; to purchase and sell book debts and the like, and to undertake the collection of the same; to undertake the collection of rents and to carry on all or any of the businesses of moneylenders, hire purchase financiers, merchant bankers, bill discounters, company promoters, marine brokers, financial agents, mortgage and insurance agents and brokers, estate agents, auctioneers, surveyors, valuers, accountants tax adjusters, general consultants, advisers and confirming agents.
- (f) To carry on all or any of the businesses of general merchants and traders, manufacturers, assemblers, distributors, importers, exporters, designers, factors and shippers of produce, products, commodities, consumer 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, 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 kind.

2. To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause 1 hereof.

3. To purchase or otherwise acquire, subscribe for or underwrite or guarantee the subscription of, hold and deal in, whether on its own account or for any other person, any shares, debentures, stocks, bonds, script or other securities issued by any company or association or any supreme, municipal, local or other authority, whether in Great Britain or any overseas country or place.

4. To purchase, take on lease, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real and personal property of any kind which may be necessary for, or may enhance the value of any other property of the Company.

5. To build, construct, maintain, alter, enlarge, pull down, and remove, or replace any buildings of any kind whatsoever, and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing

6. To purchase or otherwise acquire, take over, and undertake the whole or any part of the business and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this 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 limiting competition, 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, Debenture Stock, or Securities so received.

7. 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, licences, trade marks, designs, protections, and concessions, and to 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 and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.

8. To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

9. To lend money or grant or provide credit or financial accommodation to any person or company in any case in which such grant or provision is considered likely directly or indirectly to further any of the objects of the Company or the interests of its Members.

10. To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock, and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien 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, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

11. 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.

12. To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.

13. To enter into any arrangements with any Governments or Authorities or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, Authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.

14. To act as agents or brokers and as trustees for any person, firm, company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.

15. To subscribe for, 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 this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.

16. To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the

allotment to him or them of Shares or Securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

17. To support and subscribe to any charitable or public objects, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to 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. 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 for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependants.

18. To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any businesses which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

19. To promote any other company for the purpose of acquiring the whole or any part of the businesses or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

20. 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.

21. To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.

22. 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, Debentures, Debenture Stocks, or other Securities of this Company.

23. To procure the Company to be registered or recognised in any part of the world.

24. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clause thereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

D. The liability of the Members is limited.

E. The company's share capital is £1,000 divided into 1,000 shares of £1 each.

WE, the subscribers to this memorandum of association wish to be formed into a Company in pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES
OF SUBSCRIBERS

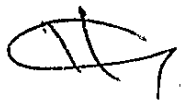
Number of shares taken
by each subscriber



ASHOK KUMAR
4 Bishops Avenue
Northwood
Middlesex

One

Chartered Secretary



KAMLESH KUMAR
4 Bishops Avenue
Northwood
Middlesex

One

Company Director

26th January 87
WITNESS to the above Signatures:

Vijay Kumar
4 Bishops Avenue
Northwood
Middlesex

2100805

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION OF

1st Quote Car Insurance (Management)
Limited

INCORPORATED ON

COMPANY NUMBER :

AUTHORISED SHARE CAPITAL

£1,000 DIVIDED INTO 1,000 ORDINARY SHARES
OF £1 EACH

Dias Jones & Partners

Chartered Accountants

Fenchurch House
105/107 High Road
London E18 2TP



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF

1st Quote Car Insurance (Management)
Limited

1. Subject as hereinafter provided the Regulations contained or incorporated in Table A shall apply to the Company.
2. Regulation 64 of Table A shall not apply to the Company but the Articles hereinafter contained together with the remaining Regulations of Table A shall, constitute the regulations of the Company.
3. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than one. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors.
4. Subject to the provisions of Articles 5 and 6 hereof, the Directors are authorised pursuant to Section 80 (1) of the Companies Act 1985 to allot shares up to the amount of the authorised but unissued share capital of the Company from time to time to such persons upon such terms and in such manner as they think fit, provided that no shares shall be allotted at a discount.
5. The authority conferred upon the Directors by Article 4 hereof shall expire five years from the date of incorporation of the Company, unless previously revoked, varied or renewed by an Ordinary Resolution of the shareholders, but upon expiration of such authority, the Company may resolve by Ordinary Resolution to renew such authority subject to such conditions as the Company may impose.
6. The provisions of Sections 89 to 94 inclusive of the Companies Act 1985 shall apply to the Company, except insofar as such provisions may be excluded from time to time by Special Resolution of the shareholders.
7. 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.

NAMES AND ADDRESSES OF SUBSCRIBERS



ASHOK KUMAR
4 Bishops Avenue
Northwood
Middlesex

Chartered Secretary

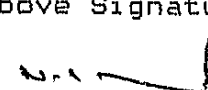


KAMLESH KUMAR
4 Bishops Avenue
Northwood
Middlesex

Company Director

th 26 January 87 ✓
WITNESS to the above Signatures:

Vijay Kumar
4 Bishops Avenue
Northwood
Middlesex



G**COMPANIES FORM No. 10****Statement of first directors
and secretary and intended
situation of registered office****10**Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering* Insert full name
of companyTo the Registrar of Companies
*number one
(first)***1ST**

For official use

2100805

Name of company

***1ST QUOTE CAR INSURANCE (MANAGEMENT)
LIMITED**

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

4 Bishops Avenue	
Northwood	
Middlesex	
Postcode	HA6 3DG

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**

ELK Registrars Limited		
4 Bishops Avenue		
Northwood		
Middlesex	Postcode	HA6 3DG

Number of continuation sheets attached (see note 1)

Presentor's name address and
reference (if any):**ELK Registrars Limited
4 Bishops Avenue
Northwood
Middlesex HA6 3DG**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 margin

Name (note 3) KAMLESH KUMAR			Business occupation Company Director	
Previous name(s) (note 3)			Nationality Indian	
Address (note 4) 4 Bishops Avenue			Date of birth (where applicable) (note 6)	
Northwood				
Middlesex	Postcode	HA6 3DG		
Other directorships † NONE				
I consent to act as director of the company named on page 1				
Signature			Date 26 th January 87	

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

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) ASHOK KUMAR		
Previous name(s) (note 3)		
Address (notes 4 & 7) 4 Bishops Avenue		
Northwood		
Middlesex	Postcode	HA6 3DG
I consent to act as secretary of the company named on page 1		
Signature		Date 26 th January 87

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

Signature of agent on behalf of subscribers		Date 26 th January 87
---	--	----------------------------------

delete if the form is signed by the subscribers

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

delete if the form is signed by an agent on behalf of the subscribers.

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2100805

I hereby certify that

1ST QUOTE CAR INSURANCE (MANAGEMENT) LIMITED

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

Given under my hand at the Companies Registration Office,
Cardiff the

17TH FEBRUARY 1987

D G Blackstock

D G BLACKSTOCK

an authorised officer

G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period**225(1)**

Please do not write in this margin

Pursuant to section 225(1) 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
(Address overleaf - Note 5)

For official use

Company number

--	--	--	--

2100805

Name of company

* Insert full name of company

* 1ST QUOTE CAR INSURANCE (MANAGEMENT) LTD**Note**
Please read notes 1 to 4 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

Day Month

3 11 2

The current 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

Day Month Year

3 11 2 1 9 87

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of

_____, company number _____

the accounting reference date of which is _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

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

Signed _____ Designation†

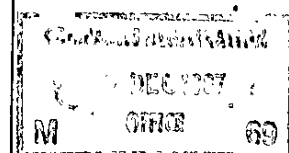
Date 20 11 87

† Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriatePresenter's name address and
reference (if any):DIAS, JONES & PARTNERS
(CHARTERED ACCOUNTANTS)
FENCHURCH HOUSE
105/107 HIGH ROAD
SOUTH WOOD LANE
LONDON E18
TEL: 01-405 2351

3328

For official Use
General Section

Post room



DJP

Chartered Accountants
and Registered Auditor

Our Ref: MS/JML/G/1523

Your Ref:

Date: 25th September, 1992.

The Directors,
1st Quote Car Insurance (Management) Ltd,
Fenchurch House,
105/107 High Road,
South Woodford,
London E18 2TP.

Dear Sirs,

Re: 1st Quote Car Insurance (Management) Ltd.

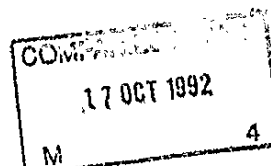
2100805

In accordance with Section 390 of the Companies Act 1985, we resign as Auditors of the above Company.

We would confirm that there are no circumstances connected with this resignation which we consider should be brought to the notice of the members or creditors of the Company.

Yours faithfully,
DIAS JONES & PARTNERS.

Dias Jones & Partners



Dias Jones and Partners
Fenchurch House, 105/107 High Road, South Woodford, London E18 2TP
Telephone: 081-505 3355. Fax No: 021-505 2328

Sam Dias F.C.A., A.C.M.A., F.T.I.I., Manish R. Sangani A.C.A., M.B.I.M.
Authorised by the Institute of Chartered Accountants in England and Wales to carry on Investment business.
Registered by the Institute of Chartered Accountants in England and Wales to carry out Company Audit Work.