

FILE COPY



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

Company No. 3595249

The Registrar of Companies for England and Wales hereby certifies that
LIFEPLANNERS HOLDINGS LIMITED

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

Given at Companies House, Cardiff, the 9th July 1998



N035952490

N. Butler
N. BUTLER

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B



12

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full

LIFEPLANNERS HOLDINGS LIMITED



F012001J

† Please delete as appropriate.

I,

HOWARD THOMAS

of

16 ST JOHN STREET, LONDON, EC1M 4AY

do solemnly and sincerely declare that I am a [~~Solicitor engaged in the formation of the company~~] person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

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

Declarant's signature

Declared at

11 BREAMS BUILDINGS, LONDON EC4

the

2nd

day of

JULY

One thousand nine hundred and ninety

EIGHT

• Please print name.

before me •

MARTIN PAUL JOHN STANDEN

Signed

Date

2/7/98

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

EUROLIFE COMPANY SERVICES LIMITED

Tel 0171 454 0966

DX number

53316

DX exchange

CLERKENWELL



KLO *K1IPG7JY* 1266
COMPANIES HOUSE 02/07/98

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

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

for companies registered in Scotland

DX 235 Edinburgh



Companies House
— for the record —

10

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of
registered office

Notes on completion appear on final page

Company Name in full



F010001H

LIFEPLANNERS HOLDINGS LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

1 Rock Hill

Post town

Bromsgrove

County / Region

Worcestershire

Postcode

B61 7UH

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

X

Agent's Name

W. TESTER

Address

EUROLIFE COMPANY SERVICES LTD

16 St John St

Post town

LONDON

County / Region

Postcode

EC1M 4AY

Number of continuation sheets attached

1

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

EUROLIFE COMPANY SERVICES
LIMITED

Tel 0171- 454 0966

DX number 53316 DX exchange CERNIGNEW



KLO *K1IPF7JX* 1265
COMPANIES HOUSE 02/07/98

When you have completed and signed the form please send it to the
Registrar of Companies at:

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for companies registered in England and Wales
or

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

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

LIFEPLANNERS HOLDINGS LTD

NAME *Style / Title

MR

*Honours etc

* Voluntary details

Forename(s)

PAUL DERRICK

ARMSON

Surname

ARMSON

Previous forename(s)

—

Previous surname(s)

—

Address

BRAKE MILL FARM

Usual residential address

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

STAKENBRIDGE LANE

Post town

HAGLEY

County / Region

Worce's

Postcode

DY8 2XY

Country

UK

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

Consent signature

Date

29/6/98

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

Forename(s)

PAUL DERRICK

Surname

ARMSON

Previous forename(s)

—

Previous surname(s)

—

Address

BRAKE MILL FARM

Usual residential address

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

STAKENBRIDGE LANE

Post town

HAGLEY

County / Region

Worce's

Postcode

Country

UK

Day Month Year

Date of birth

27

06

59

Nationality

BRITISH

Business occupation

DIRECTOR

Other directorships

LIFEPLANNERS LIMITED

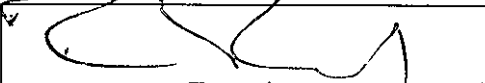
I consent to act as director of the company named on page 1

Consent signature

Date

29/6/98

Directors (continued) (see notes 1-5)

NAME	*Style / Title	MR		*Honours etc	
* Voluntary details	Forename(s)	RUPERT -			
	Surname	TAYLOR			
	Previous forename(s)	-			
	Previous surname(s)	-			
Address	OLD BENHAMS				
Usual residential address	WARDINGTON, B				
For a corporation, give the registered or principal office address.	Post town	BANBURY			
	County / Region	OXFORDSHIRE	Postcode	OX17 1SA	
	Country	UK			
	Date of birth	Day	Month	Year	Nationality
		6	03	61	BRITISH
	Business occupation	DIRECTOR			
	Other directorships	SAT HOLDINGS LTD, LIFEPLANNERS LTD.			
	I consent to act as director of the company named on page 1				
Consent signature				Date	29/6/98

This section must be signed by
Either

an agent on behalf
of all subscribers

Signed



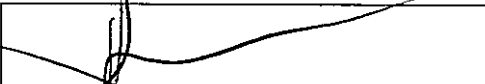
Date

2.7.98

Or the subscribers

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

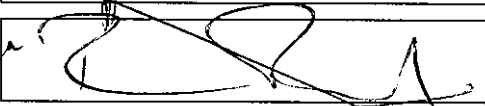
Signed



Date

29/6/98

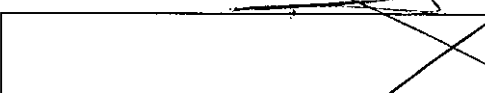
Signed



Date

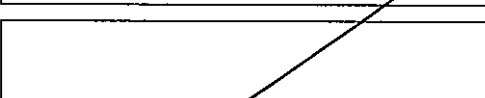
29/6/98

Signed



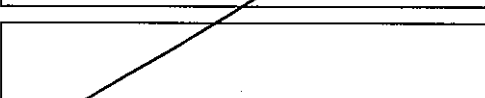
Date

Signed



Date

Signed



Date

Signed



Date

Notes

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

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

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

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

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

Address:

Give the usual residential address.

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

Subscribers:

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

2. Directors known by another description:

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

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

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

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

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

Company Secretary (see notes 1-5)

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

The Companies Acts 1985 and 1989
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
of



LIFEPLANNERS HOLDINGS LIMITED

0133664

1. The Company's name is "LIFEPLANNERS HOLDINGS LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-

(A) (i) To carry on in all or any of its branches any of the businesses of marketing, publishers, distributors, sellers, buyers or dealers or advisers of or in books, newspapers, periodicals, reviews, journals, magazines and other literary productions or works of any kind whatsoever, stationers, newsagents, proprietors or managers of circulating, lending or other libraries, dealers in maps, pictures, drawings, prints, engravings or the like, literary agents, literary critics or journalists, advertising agents, designers or draftsmen, bookbinders, typefounders or die-sinkers, printing by any process or mechanism whatsoever or of producing or reproducing by any process or mechanism whatsoever any written, typewritten, printed, pictorial, illustrative, cartographical material or thing capable of visual presentation or reproduction, and to sell, buy or deal in every kind of printed matter or of productions or reproductions such as aforesaid; to publish, print, produce or reproduce by any process, distribute, sell, buy or deal in any kind of music or gramophone records or other records reproducing sound of any kind; to establish conduct or contribute to or participate in any literary or other competition, and to offer and grant any prize, reward or premium in connection therewith.

(ii) To carry on business as a holding company and to acquire and hold shares, stocks, debentures, debenture stock, perpetual or otherwise, bonds, obligations and securities issued or guaranteed by any company, government, sovereign, ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad and to acquire any such shares, stocks, debentures, debenture stock, bonds, obligations or securities by original subscription, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and



whether or not fully paid up, and to make payments thereon as called upon or in advance of calls or otherwise, and to subscribe for the same either conditionally or otherwise with power to exercise and enforce all rights. Provided that if it shall be found necessary or advisable for the Company to realise all or any part of its property or assets the Company shall have power to do so.

(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 and 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 or 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.

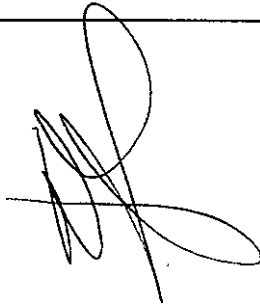
5. The Company's share capital is £1,000 divided into 1,000 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

We, the Subscribers to this Memorandum of Association, wish to be formed into a Company 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
Subscribers

W. TESTER
16 St. John Street
London
EC1M 4AY



ONE

H. THOMAS
16 St. John Street
London
EC1M 4AY

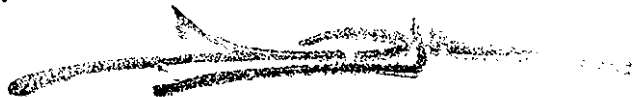


ONE

DATED this 2nd day of July 1998

WITNESS to the above Signatures:-

D.J. WOOTTON
16 St. John Street
London
EC1M 4AY



The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

LIFEPLANNERS HOLDINGS LIMITED

PRELIMINARY

1. (a) Subject as hereinafter provided, the regulations contained in Table A in The Companies (Table A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company.

(b) Regulations 8, 64, 73 to 80 inclusive and 113 of Table A shall not apply to 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 80(2) of the Companies Act 1985) 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 the amount of the authorised share capital of the Company upon its incorporation. The said authority will expire on that date which is the fifth anniversary of the date of incorporation unless renewed, varied or revoked by the Company in general meeting in accordance with the said Section 80 or Section 80A of the Act.

(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 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) By virtue of Section 91(1) of the Companies Act 1985, Sections 89(1) and 90(1) to 90(6) inclusive of that Act shall not apply to the Company.

LIEN

5. 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

6. 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. The first sentence of Regulation 24 of Table A shall not apply to the Company.

7. Any share may be transferred to any member of the Company, and any share may be transferred by a member to his or her father or mother, or to his or her wife or husband, and any share of a deceased member may be transferred to the widow or widower or any other such relative as aforesaid of such deceased member or may be transferred to or placed in the names of his or her executors or trustees; and in any such circumstances Article 6 hereof shall not apply save that the Directors shall be empowered to decline to register any transfer of any share on which the Company has a lien.

MEETINGS

8. In accordance with Section 372(3) of the Companies Act 1985 in every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company.

9. In Regulation 41 of Table A there shall be added at the end: "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved".

DIRECTORS

10. Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. 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 and Regulation 89 of Table A shall be modified accordingly. The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Companies Act 1985.

11. (a) The Directors shall not be required to retire by rotation.

(b) No person shall be elected a Director at any general meeting unless -

(i) he is recommended by the Directors; or

(ii) not less than fourteen nor more than thirty five clear days before the date of the meeting, a notice in writing signed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.

(c) Subject as aforesaid, the Company may by Ordinary Resolution appoint any person who is willing to act to be a Director either to fill a vacancy or as an additional Director.

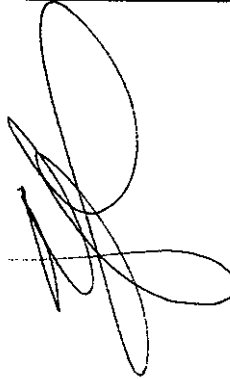
(d) The Directors may appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors.

12. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.

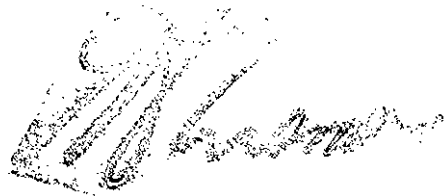
13. The Company shall not be subject to Section 293 of the Companies Act 1985. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

NAMES AND ADDRESSES OF SUBSCRIBERS

W. TESTER
16 St. John Street
London
EC1M 4AY



H. THOMAS
16 St. John Street
London
EC1M 4AY



DATED this 2nd day of July 1998

WITNESS to the above Signatures:-

D.J. WOOTTON
16 St. John Street
London
EC1M 4AY

