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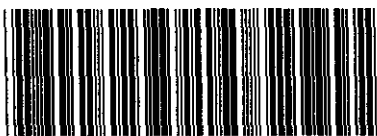
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 4116378

The Registrar of Companies for England and Wales hereby certifies that  
COSTS ADVOCATES 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 29th November 2000



\*N04116378H\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



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

HC007B



Companies House

for the record

12

Please complete in typescript,  
or in bold black capitals.

CHWP000

## Declaration on application for registration

Company Name in full

Costs Advocates Limited

I, Simon Peter Edwards

of 1 St. Matthews Drive, Bickley

† Please delete as appropriate.

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

*[Handwritten signature]*

Declared at

14 Grosvenor St, London W1K 4PS.

Day Month Year

On

20 11 2000

① Please print name.

before me ①

CHRISTINE GILLIAN MINTY

Signed

*[Handwritten signature]*

Date

20-11-00.

† 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.

Reid Minty (attn Christine Minty)

Tel 0207 318 4444

DX number 44615 DX exchange Mayfair

Companies House

This

Form re



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

Companies House, Crown Way, Cardiff, CF14 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.

CHWP000

Notes on completion appear on final page

**First directors and secretary and intended situation of  
registered office**

**Company Name in full**

Costs Advocates Limited

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

19 Bourdon Place,

Bourdon Street,

Post town

London

County / Region

Postcode

WIX 9HZ

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.



Agent's Name

Reid Minty (attn. CGM)

Address

14 Grosvenor Street,

Post town

London

County / Region

Postcode

WIK 4PS

Number of continuation sheets attached

2

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.

Reid Minty (attn Christine Minty)

Tel 0207 318 4444

DX number 44615

DX exchange Mayfair

Cor

This form



A44  
COMPANIES HOUSE

0092  
23/11/00

Form revised July 1999

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Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh

# Company Secretary (see notes 1-5)

Company name Costs Advocates Limited

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s) Mark Alan

Surname Shepherd

Previous forename(s)

Previous surname(s)

Address

1 Washington Avenue

**Usual residential address**

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

Hemel Hempstead

Post town

County / Region

Herts

Postcode

HP2 6AA

Country

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

Consent signature

Date

20-11-2000

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

Mr

\*Honours etc

Forename(s) Andrew Stephen

Surname Reid

Previous forename(s)

Previous surname(s)

Address

19 Bourdon Place,

**Usual residential address**

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

Bourdon Street,

Post town

London

County / Region

Postcode

W1X 9HZ

Country

Day Month Year

Date of birth

0 2 0 3 1 9 5 4

Nationality

British

Business occupation

Solicitor

Other directorships

see attached schedule

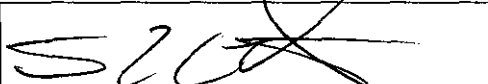
I consent to act as director of the company named on page 1

Consent signature

Date

20-11-2000.

**Directors** (continued) (see notes 1-5)

<b>NAME</b>	<b>*Style / Title</b>	Mr	<b>*Honours etc</b>	
<b>* Voluntary details</b>	<b>Forename(s)</b>	Simon Peter		
	<b>Surname</b>	Edwards		
	<b>Previous forename(s)</b>			
	<b>Previous surname(s)</b>			
<b>Address</b>	1 St. Matthews Drive,			
<b>Usual residential address</b>	Bickley,			
For a corporation, give the registered or principal office address.	<b>Post town</b>	Kent		
	<b>County / Region</b>		<b>Postcode</b>	BR7 5HE
	<b>Country</b>			
	<b>Date of birth</b>	Day 2   6	Month 0   7	Year 1   9   6   4
		<b>Nationality</b> British		
	<b>Business occupation</b>	Solicitor		
	<b>Other directorships</b>	See attached schedule		
	I consent to act as director of the company named on page 1			
<b>Consent signature</b>			<b>Date</b>	20 - 11 - 2000

**This section must be signed by****Either****an agent on behalf  
of all subscribers****Signed**

Reid Hing

**Date**

20 - 11 - 2000

**Or the subscribers****( i.e those who signed  
as members on the  
memorandum of  
association).****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

**Costs Advocates Limited**

**Form 10 contd.**

Other directorships of Simon Peter Edwards

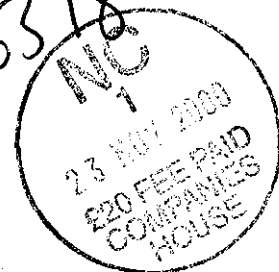
Cost Auditing plc  
Resibuyer plc

Other directorships of Andrew Stephen Reid

Reid Estates Limited  
Reid Minty Holdings Limited  
Claims Outsourcing Limited  
CompetitiveQuote.Com plc,  
Resibuyer plc

703959

4116378



No

The Companies Act 1985

Private Company Limited by Shares

**MEMORANDUM OF ASSOCIATION**

**112424**

of

**Costs Advocates Limited**

Incorporated on

2000

- 1 The name of the company is Costs Advocates Limited.
- 2 The registered office of the company is to be situated in England and Wales
- 3 The objects for which the company is established are
  - (a) To carry on business consisting of the provision of professional services such as are provided by individuals practising as solicitors or lawyers of other jurisdictions **PROVIDED THAT** nothing in any sub-clause of this Clause shall give the Company power to do anything in breach of the Solicitors Act 1974, the Rules or any rules, principles or requirements of conduct applicable to recognised bodies by virtue of the Rules or section 9 of the Administration of Justice Act 1985
  - (b) Subject always to sub-clause (a) above to carry on business as a general commercial company and to do all such things as the directors may deem incidental or conducive to the attainment of the objects set out in sub-clause (a) or any of them
- 4 The liability of the members is limited to the amount (if any) for the time being unpaid on the shares held by them respectively.
- 5 The share capital of the company is £100 divided into 100 shares of £1 each.



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 specified opposite our respective names.

Names and Addresses of Subscribers

Number of shares taken by each Subscriber – 1

Andrew Stephen Reid,  
19 Bourdon Place,  
Bourdon Street,  
London W1X 9HZ  
Solicitor



Simon Peter Edwards,  
1 St. Matthews Drive,  
Bickley, Kent,  
BR7 5HE  
Solicitor



Total shares taken - 2

Witness to the above signatures:

20 - Nov. 2000

C G Minty,  
14 Grosvenor Street,  
London W1K 4PS  
Solicitor.





No

The Companies Act 1985  
Private Company Limited by Shares  
**ARTICLES OF ASSOCIATION**  
of  
**Costs Advocates Limited**

Incorporated on 2000

**Interpretation**

1 In these Articles, if not inconsistent with the subject or context:

‘Act’ means the Companies Act 1985 as amended or re-enacted from time to time

‘Table A’ means Table A in the Schedule to the Companies (Tables A-F) Regulations 1985.

“the AJA” means the Administration of Justice Act 1985

“recognised body” means a body corporate for the time being recognised by the Council of the Society under Section 9 of the Administration of Justice Act 1985 and the Rules;

“registered European lawyer” means an individual registered with the Society under regulation 17 of the European Communities (Lawyer’s Practice) Regulations 2000;

“the Rules” means the Solicitors’ Incorporated Practice Rules 1988 as amended by the Multi-National Legal Practice Rules 1991 or any modification or re-enactment for the time being in force;

“the Society” means the Law society; and

“solicitor” means a person qualified to act as a solicitor under Section 1 of the Solicitors Act 1974

**Table A**

2 The regulations contained in Table A apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.

3 Regulations 8, 24, 41, 54, 56, 64 to 69 (inclusive), 73 to 81 (inclusive), 87, 94, 95 and 118 of Table A do not apply to the Company.

## Members

4. No person shall be a member of the Company unless he is a solicitor, a registered European Lawyer, or a recognised body.
5. A member shall not hold a share for any person save as permitted by the Rules. A member shall not create any charge or other third party interest (save as permitted by the Rules) over any share.
6. (1) A member shall disclose to the Company in writing:
  - (a) the nature and extent of any interests in shares registered in his name and the persons by whom such interests are held, and
  - (b) any change in the nature and extent of such interests or in the identity of the persons by whom such interests are heldforthwith on the creation of or the change in the interest concerned.  
  
(2) The Company may require a member to furnish any information, document or other matter which the Directors may think necessary for the purpose of enabling the Company to comply with the Rules and the member shall furnish the information, document or other matter required within such period as may be determined by the Directors.
7. The Directors shall not enter in the Company's register of members any person until that person and any person for whom he holds a Share as nominee has submitted to the Council a Compensation Fund covenant as required by the Rules and furnished evidence of such submission to the Directors.
8. The management of the Company and the allotment, issue, holding, transfer and transmission of all shares in the capital of the Company shall be subject to the Rules and nothing in the regulations of the Company shall be construed as authorising any breach of the Rules or any rules, principles or requirements of conduct applicable to recognised bodies by virtue of the Rules or Section 9 of the AJA.
9. The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with article 4 is the nominal amount of unissued shares at the date of incorporation of the Company or such other amount as is authorised by the Company in general meeting.
10. The authority conferred on the directors by articles 4 and 5 shall remain in force for a period of 5 years from the date of incorporation of the Company. This authority may be renewed by the Company in general meeting in accordance with section 80 of the Act.
11. The provisions of section 89(1) of the Act do not apply to the Company.

## **Lien**

12. The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share. The Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person, whether as a member or not and whether such moneys are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's lien on a share shall extend to any amount payable in respect of it.

## **Transfer of shares**

13. (1) In the event that a member holds any shares or a beneficial owner has an interest in any Shares in the Company in such circumstances that the Rules are broken the Directors may at any time resolve that the member holding the Shares concerned ("the Transferring member") be required to transfer his Shares to another member of the Company or to a person capable of being a member under these Articles. Such passing of such a resolution by the Company shall constitute the Company the agent of the Transferring member for the sale of all the Shares held by the Transferring member at the best price reasonably obtainable (as to which the decision of the Company shall be final and binding upon the Transferring member). Pending such transfer the Transferring member may not take any part in the affairs of the Company nor vote at any meeting nor may the Transferring member receive any dividend or other payment accruing after the date on which the Rules were broken.

(2) Before Transferring any Share or holding any Share as nominee a member shall ensure that the intended transferee or beneficial owner submits to the Council a Compensation Fund covenant as required by the Rules and shall furnish evidence of such submission to the Directors.

(3) The directors may, in their absolute discretion and without giving any reason, decline to register any transfer of a share whether or not it is a fully paid share and notwithstanding that the transfer is to a person capable of being a member under these Articles.

## **Proceedings at general meetings**

14. For the purpose of attending and voting at meetings a member shall not appoint any person as a proxy or corporate representative contrary to the Rules.

15. No business shall be transacted at any meeting unless a quorum is present at the time when the meeting proceeds to business. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly appointed corporate representative, shall be a quorum.

16. If a quorum is not present within half an hour of the time appointed for the meeting, the meeting, shall stand adjourned to such day and at such time and place as the directors determine.

17. A poll may be demanded at any general meeting by any member entitled to vote at it. Regulation 46 of Table A shall be modified accordingly.

18 On a show of hands or on a poll votes may be given either personally or by proxy.

### **Number of directors**

19. Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum. The minimum number of directors is one.

### **Alternate directors**

20. A director (other than an alternate director) may at any time appoint in writing another Director or any other person being a solicitor, registered European Lawyer or registered foreign lawyer approved by the Directors to be his alternate lawyer and may at any time remove from office an alternate director appointed by him.

21. When an alternate director is also a director or acts as an alternate director for more than one director, he shall have one vote for every director represented by him (in addition to his own vote if he is himself a director) and, when acting, shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

### **Appointment and retirement of directors**

21. No person shall be appointed or re-appointed or act as a Director unless he is a solicitor or a registered European Lawyer,

22. The directors are not subject to retirement by rotation. The final two sentences of regulation 79 of Table A do not apply to the Company.

23. The Company may by ordinary resolution appoint any solicitor or any registered European lawyer who is willing to act as a director either to fill a vacancy or as an additional director, provided that there shall be no breach of Rule 4 of the Rules.

24. There is no age limit for directors of the Company.

25. A director is not required to hold any qualification shares in the Company.

### **Disqualification and removal of directors**

26. The office of a Director shall forthwith be vacated if:

(a) in the case of a solicitor, he ceases to be qualified to act as a solicitor under Section 1 of the Solicitors Act 1974 or, in the case of a registered European lawyer, his name is struck off the register of European lawyers or his registration is cancelled or suspended, or

(b) by notice in writing to the Company he resigns the office of Director, or

(c) he becomes a patient as defined by Section 94 of the Mental Health Act 1983 or becomes a person as to whom powers have been exercised under Section 98 of that Act.

(d) he becomes bankrupt or insolvent or makes any arrangement or composition with his creditors

- (e) he is otherwise duly removed from office.

### **Proceedings of directors**

27. If and so long as the minimum number of directors specified under these Articles is one:

- (a) a sole director may exercise all the powers conferred on the directors by the Articles, and shall do so by written resolution under his hand; and
- (b) regulations 88 to 90 of Table A shall not apply to the Company and article [23] of these Articles shall have no effect.

28. Subject to disclosure in accordance with section 317 of the Act, a director shall be entitled to vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

### **The seal**

29. In accordance with section 39 of the Act the Company may have an official seal for use in any territory, district or place elsewhere than in the United Kingdom.

### **Notices**

30. Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail. A notice communicated by immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.

### **Indemnity**

31. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company is entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office, including any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part; or (b) in connection with any application in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.

Names, addresses and descriptions of subscribers

Names and Addresses of Subscribers

Number of shares taken by each Subscriber – 1

Andrew Stephen Reid,  
19 Bourdon Place,  
Bourdon Street,  
London W1X 9HZ  
Solicitor

Simon Peter Edwards,  
1 St. Matthews Drive,  
Bickley, Kent,  
BR7 5HE  
Solicitor

Total shares taken - 2

Witness to the above signatures:

20 Nov 2000

C G Minty,  
14 Grosvenor Street,  
London W1K 4PS  
Solicitor.

C G Minty