

THE COMPANIES ACTS 1985 TO 1989**COMPANY LIMITED BY SHARES****SPECIAL RESOLUTION(S)****OF****CONVEYANCING DIRECT LIMITED (Co No. 4152278)****Passed 11.02.2002**

At an Extraordinary General Meeting of the above named Company, convened and held
at **DRURY LANE, PONSWOOD INDUSTRIAL ESTATE, ST. LEONARDS ON**
on **SEA, E. SUSSEX, TN38 9DA**
the following Special Resolutions were duly passed, namely:

RESOLUTION 1

That the Objects clause of the Memorandum of Association be amended in the form annexed
hereto:

RESOLUTION 2

That the Articles of Association be adopted in the form annexed hereto

SIGNED:.....

Director



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COMPANIES HOUSE

EFUHN898

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12/02/02

THE COMPANIES ACT 1985 - 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

CONVEYANCING DIRECT LIMITED (COMPANY NUMBER 4152278)

Amended by Special Resolution dated 11th of February 2002

1. The name of the Company is "Conveyancing Direct Limited".
2. The registered office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are: -
 - (a) To provide conveyancing services of every matter in respect of and ancillary to land and property and estates therein.
 - (b) Ancillary to the above object and for the purpose of the better performance of that object and so far as it is necessary or incidental or conducive to the attainment of the same:
 - (i) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on a business within the objects of the Company, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as to the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
 - (ii) To acquire in such matter and upon such terms as to the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall be of benefit to the Company within its objects and to grant rights thereout.
 - (iii) To enter into partnership or association with any person or persons or body who are members of a profession, trade or business which is regulated or conducted under supervision of statutory regulations or a suitable professional body or trade association or amalgamate or enter into arrangement for co-operation, profit sharing, losses, mutual assistance or other working arrangements with such person or persons or body

provided in all cases that such persons are members of a profession or business which comprises or includes the provision of conveyancing services.

- (iv) To manage, develop, sell, lease, mortgage, grant licences or rights of, in, or over or otherwise turn to account or in any other manner deal with or dispose of the undertaking and all or any of the property or assets of the Company with power to accept shares, debentures, or securities of, or interest in, any other company, but not to establish, acquire or promote any holding company and/or subsidiary except one with identical objects to these.
- (v) To invest, lend, or otherwise deal with unemployed monies, in such manner, and upon such terms as may be desirable and for the proper and better pursuance of its objects and to vary investments.
- (vi) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such means, the performance of, the obligations of and the repayment or payment of the principal amounts and of any premiums, interests and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 736 of the Companies Act 1985 or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in business provided that holding company and/or subsidiary shall have identical objects to these.
- (vii) To borrow or raise money in such manner as the Company think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (viii) To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- (ix) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in or obligations of any other company or corporation provided that that Company or Corporation shall have identical objects to these.
- (x) To remunerate any person or company for services rendered or

to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

- (xi) To remunerate employees of the Company out of or in proportion to the profits of the Company or otherwise as the Company shall think fit, and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- (xii) To pay the costs and expense of or incidental to the promotion and establishment of the Company, or to contract for payment of the same in whole or in part by others.
- (xiii) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwriter, or place, or assist in doing so, the whole or part of the shares or securities of such company.
- (xiv) To remunerate the directors of the Company in any manner the Company may think fit and to pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist financially, whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.
- (xv) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (xvi) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company.
- (xvii) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects of power aforesaid in any part of the world.
- (xviii) To distribute any property of the Company in specie among the members.

(xix) To do all such other things and to provide such services as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the members is limited.
5. The share capital of the Company is £100 divided into 100 shares of £1.

**THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES**

ARTICLES OF ASSOCIATION

OF CONVEYANCING DIRECT LIMITED

COMPANY NUMBER 4152278

PRELIMINARY

1. The regulations contained in Table A in the Schedule to the Companies (Table A to F) Regulations 1985 as amended by the Companies (Table A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") subject to the additions exclusions and modifications hereinafter expressed shall constitute the Articles of Association of the Company.

INTERPRETATION

2. In these regulations:-

"the Act" means the Administration of Justice Act 1985.

"the Companies Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"the Council" means the Council for Licensed Conveyancers.

"the Rules" means such rules laid down by the Council pursuant to the Act (or any statutory modification, amendment or re-enactment thereof) for the time being in force.

"qualified member" means a member who is so described in the register of members and who is a qualified person or (being a corporation) is a recognised body, within the meaning of Section 32 of the Act and the rules made thereunder or a solicitors' recognised body within the meaning of the Solicitors' Incorporated Practice Rules 1988.

"qualified person" means (a) a licensed conveyancer who is entitled to act as a sole principal; or (b) a licensed conveyancer who holds, and has held for the 3 consecutive preceding years, a limited licence; or (c) any other person in respect of whom the Council gives express approval pursuant to The Licensed Conveyancers Recognised Rules 2000.

SHARE CAPITAL

3. Subject to the provisions of the Companies Act and without prejudice to any rights attached to any existing shares, any share may be issued with or have attached to it such rights or restrictions as the company may by special resolution determine.
4. Regulation 2 of Table A shall not apply to the Company.

LIEN

- 5.(i) 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) payable at a fixed time or called in respect of that share. The Company shall also have a first and paramount lien on every share (whether or not it is a fully paid share) standing registered in the name of any Member solely or registered in the names of two or more joint holders for all moneys presently payable by him or his estate to the Company. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation.
- (ii) Regulation 8 of Table A shall not apply to the Company.

NOTICE OF GENERAL MEETINGS

- 6.(i) An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution or a Resolution appointing a person as a director shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed:-
 - (a) in the case of an Annual General Meeting by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any other Meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety-five per cent in nominal value of the shares giving that right.
- (ii) The notice shall specify the time and place of the Meeting and in the case of special business only the general nature of the special business to be transacted and in the case of an Annual General Meeting shall specify the Meeting as such.
- (iii) All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting with the exception of declaring a dividend the consideration of the accounts balance sheets and the reports of the directors and Auditors and the appointment of and the fixing of the remuneration of the Auditors.
- (iv) Subject to the provisions of these Articles and to any restrictions imposed on any shares all notices of and any other communications relating to any General Meetings of the Company or of separate General Meetings of the holders of any class of share

capital of the Company shall be given to all the Members to all persons entitled to a share in consequence of the death or bankruptcy of a Member and to the directors and Auditors of the Company for the time being.

- (v) Regulation 38 of Table A shall not apply to the Company.

PROCEEDINGS AT GENERAL MEETINGS

- 7.(i) No business shall be transacted at any Meeting unless a quorum is present at the time the Meeting proceeds to business. One person entitled to vote upon the business to be transacted each being a Member or a proxy for a Member of a duly authorised representative of a corporation shall be a quorum.
- (ii) If such a quorum is not present within half an hour from the time appointed for the Meeting the Meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the directors may determine. If at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting such adjourned Meeting shall be dissolved.
- (iii) Regulations 40 and 41 of Table A shall not apply to the Company.

NUMBER OF DIRECTORS

- 8.(i) Unless otherwise determined by special resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall be not less than two.
- (ii) If, at any time, the number of directors shall be only two in number then at least one of them shall be a qualified person.
- (iii) If the number of directors exceeds two then at all times not less than half of the number of directors shall be qualified persons.

ALTERNATE DIRECTORS

- 9.(i) Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternative director so appointed by him provided that a director who is a qualified person shall not appoint any person who is not a qualified person to be an alternate director.
- (ii) Regulation 65 of Table A shall not apply to the Company.

POWERS OF DIRECTORS

- 10.(i) The directors may, by power of attorney or otherwise, appoint any qualified person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

- (ii) Regulation 71 of Table A shall not apply to the Company.

DELEGATION OF DIRECTORS' POWERS

- 11.(i) The directors may delegate any of their powers to any committee provided that:-

- (a) where the Committee consists of only one or two directors, each director appointed shall be a qualified person;
- (b) where the Committee consists of more than two directors then at all times not less than half of the directors appointed shall be qualified persons.

- (ii) The directors may also delegate to a director who is a qualified person such of their powers as they consider desirable to be exercised by him.

- (iii) Any delegation under paragraphs (i) and (ii) of this Article may be subject to any conditions the directors impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying.

- (iv) Regulation 72 of Table A shall not apply to the Company.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 12.(i) The office of a director shall be vacated if:-

- (a) he ceases to be director by virtue of any provisions of the Act or he becomes prohibited by law from being a director; or
- (b) he becomes bankrupt or makes an arrangement or composition with his creditors generally; or
- (c) he is, or may be, suffering from mental disorder and either:-
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983, or in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - (ii) an order is made by the court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) he resigns his office by notice to the Company; or

- (e) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that this office is to be vacated; or
 - (f) being a director who was at the time of his appointment a qualified person, for any reason, ceases to be a qualified person.
- (ii) Regulation 81 of Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

- 13.(i) The quorum for the transaction of business of the directors shall be two and no business shall be transacted by the directors unless not less than half of the directors present and entitled to vote are qualified persons.
- (ii) Regulation 89 of Table A shall not apply to the Company.
- 14.(i) The directors may appoint one of their number, to be Chairman of the board of directors, who must be a qualified person, and may at any time remove him from that office. Unless he is willing to do so the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after that time appointed for the meeting, the directors present may appoint one of their number (who is a qualified person), as Chairman.
- (ii) Regulation 91 of Table A shall not apply to the Company.

SECRETARY

15. The first Secretary or Joint-Secretaries of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Companies Act.
- 16.(i) Subject to the provisions of the Companies Act, the Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.
- (ii) The Secretary shall keep a Register of all members from time to time and such Register shall indicate in respect of each member whether he is or is not a qualified member.
- (iii) Any member not being a qualified member, who subsequently becomes a qualified person may on giving notice to the Company at its registered office, require the Company to enter that fact in the Register kept in accordance with paragraph (ii) of this Article and the Secretary shall cause the appropriate entry to be made against the name of the person who gives such notice within 14 days of the receipt by the Company of such notice as aforesaid.
- (iv) Any member, who being a qualified member, ceases to be a qualified person shall

forthwith upon ceasing to be a qualified person give notice of that fact to the Company at its registered office and the Secretary shall forthwith make the appropriate entry in the Register kept in accordance with paragraph (ii) of this Article.

- (v) Regulation 99 of Table A shall not apply to the Company.

THE SEAL

- 17.(i) In accordance with section 36A(3) of the Companies Act the Company need not have a seal. If the Company has a seal it shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the Secretary or by a second director, Regulation 101 of Table A shall not apply to the Company.
- (ii) The requirements set out in Regulation 6 of Table A governing the sealing of share certificates shall only apply if the Company has a seal.
- (iii) The Company may in accordance with Section 39 of the Companies Act have use in any territory district or place elsewhere than in the United Kingdom an official seal. Such seal shall only be used by the authority of the directors or a committee of the directors authorised by the Directors.

TRANSFER OF SHARES

18. The directors may in their absolute discretion decline to register the transfer of a share whether or not it be a fully paid share and no reason for the refusal to register the aforementioned transfer need be given by the directors. The first sentence of Regulation 24 of Table A shall not apply to the Company.

NAME AND ADDRESS OF SUBSCRIBER

Signed.....

Dated.....

Witness Signature

Witness Name

Witness Address

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