

FILE COPY



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

Company No. 4584098

The Registrar of Companies for England and Wales hereby certifies that
STAFFORDSHIRE LENDING SERVICES 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 7th November 2002



N04584098P



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

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

STAFFORDSHIRE LENDING SERVICES LIMITED

I, LYN COLLOFF

of 69 REDSTONE DRIVE HIGHLEY BRIDGNORTH

† 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

Declared at

84 SALOP STREET, WOLVERHAMPTON WV3 0SA

Day Month Year

On

31 10 2002

• Please print name.

before me •

GUY J BIRKETT

Signed

Date

31-10-02.

† 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.

MRS L C COLLOFF

PO BOX 66 84 SALOP STREET WOLVERHAMPTON

WV3 0SA

Tel 01902 317356

DX number 16158

DX exchange WOLVERHAMPTON 10



A31
COMPANIES HOUSE

0799
06/11/02

Form revised June 1998

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

STAFFORDSHIRE LENDING SERVICES LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

PO BOX 66

84 SALOP STREET

Post town

WOLVERHAMPTON

County / Region

WEST MIDLANDS

Postcode

WV3 0SA

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

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers.

MRS L C COLLOFF

AS ABOVE

Tel 01902 317356

DX number 16158 DX exchange WOLVERHAMPTON 10



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

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or 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)

* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Company name			
NAME	*Style / Title	MRS	*Honours etc
Forename(s)	LYN CAROL		
Surname	COLLOFF		
Previous forename(s)			
Previous surname(s)	DEAKIN		
Address ††	69 REDSTONE DRIVE		
	HIGHLEY		
Post town	BRIDGNORTH		
County / Region	SHROPSHIRE	Postcode	WV16 6EQ
Country	UK		

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

Consent signature

Date

31 October 2002

Directors (see notes 1-5)

Please list directors in alphabetical order

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

NAME	*Style / Title	MRS	*Honours etc
Forename(s)	LYN CAROL		
Surname	COLLOFF		
Previous forename(s)			
Previous surname(s)	DEAKIN		
Address ††	69 REDSTONE DRIVE		
	HIGHLEY		
Post town	BRIDGNORTH		
County / Region	SHROPSHIRE	Postcode	WV16 6EQ
Country	UK		

Date of birth

Day Month Year

1 4 0 5 1 9 6 5

Nationality

BRITISH

Business occupation

GROUP SECRETARY & MARKETING EXECUTIVE

Other directorships

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

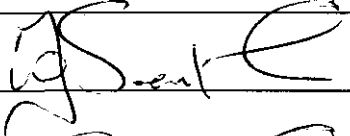
Consent signature

Date

31 October 2002

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR		*Honours etc		
Forename(s)	WILLIAM FRANCIS					
Surname	SNAITH					
Previous forename(s)						
Previous surname(s)						
Address ^{††}	ASHCROFT					
	LOCKLEY WOOD					
Post town	HINSTOCK					
County / Region	MARKET DRAYTON		Postcode	TF9 2LT		
Country	UK					
Date of birth	Day	Month	Year	Nationality		
	21	06	1943	BRITISH		
Business occupation	CHIEF EXECUTIVE					
Other directorships						
I consent to act as director of the company named on page 1						
Consent signature				Date	31 October 2002	

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed



Date

31 October 2002

Signed

Date

Signed

Date

Signed

Date

Signed

Date

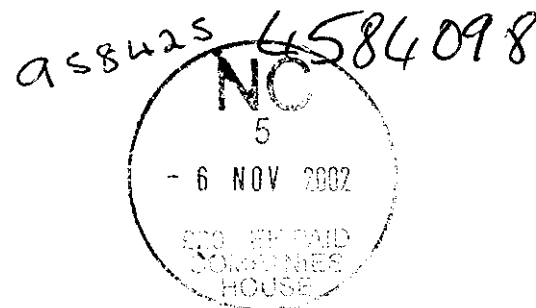
Signed

Date

Signed

Date

THE COMPANIES ACT 1985



A PRIVATE COMPANY LIMITED BY SHARES

008413

MEMORANDUM OF ASSOCIATION

of

STAFFORDSHIRE LENDING SERVICES LIMITED

1. The Company's name is "STAFFORDSHIRE LENDING SERVICES LIMITED".
2. The company's Registered Office is to be situation in England and Wales.
3. The Company's objects are:-
 - (a) To carry on all or any of the businesses of advising on and arranging mortgage and insurance, protection or investment business, mortgage brokers, insurance brokers, mortgage administrators, to carry on the businesses of a mortgage broking company in all their branches.
 - (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be conveniently carried on in connection with or ancillary to any of the businesses of the Company.
 - (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
 - (d) To act as a holding company and to carry on any business which any subsidiary of the Company may be authorised to carry on.



- (e) To subscribe for, purchase, or otherwise acquire and hold shares in, or securities of any other company authorised by its objects to carry on any business or businesses altogether or in part similar to the business of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.
- (f) To promote or establish any other company the objects of which shall include the acquisition of the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or the undertaking of any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company.
- (g) To purchase or otherwise acquire the whole or any part of the business, goodwill, and assets of any company, firm, or person carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and to give and receive consideration for such acquisition and to undertake all or any of the liabilities of such company, firm, or person.
- (h) To receive payment on the sale or disposal of the whole or any part of the business or property of the Company, either in cash, by instalments or otherwise, for such consideration as the Directors of the Company may think fit, and in particular for shares, debentures or otherwise in securities of any company and generally to dispose, hold or otherwise deal with any shares, stock or securities so acquired.
- (i) To construct, improve, manage, develop, repair, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights, options, licences and privileges in respect of, and in any other manner deal with all or any part of the property and rights of the Company.
- (j) To purchase, register, apply for, or by other means acquire, whether in the United Kingdom or elsewhere any patent rights, patents, brevets d'invention, licences, trade marks, secret processes, designs, protections and concessions and to extend money for their improvement as may be necessary or convenient for the purposes of the business or businesses of the Company, or any branch or department thereof.
- (k) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (l) To acquire any interest in, amalgamate with or enter into any partnership joint arrangement or any arrangement for sharing profits, or for co-operation, or for mutual assistance with any company, firm or person, or for subsidising or otherwise assisting any such company, firm or person carrying on any business contained within the objects of the Company and to acquire, hold, sell, deal with or dispose of by way of consideration, any shares, debentures, debenture stock or securities received from any such company and to hold and retain, or

sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

- (m) To invest and deal with the moneys of the Company not immediately required for the purposes of the business or businesses of the Company in such a manner as may from time to time be determined by the Directors of the Company and to hold or otherwise deal with any investments made or any securities held.
- (n) To lend and advance money or give credit to any company, firm or person on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company or subsidiary company as defined by section 736 of the Companies Act 1985 or otherwise connected with the Company in business.
- (o) To borrow or raise money or arrange for the payment of money in any manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's real and personal property and assets, present or future, including its uncalled capital, and also to issue and deposit any securities which the Company has Authority to issue by way of mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (p) To remunerate any company, person, or firm by way of consideration for rendering services received by the Company either by cash payment or by the allotment to him or them of share or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (q) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.
- (r) 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 or other securities of the Company.
- (s) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceeding or applications which may seem calculated directly or indirectly to prejudice the Company's interest.

- (t) To enter into any arrangements with any government or authority that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (u) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its directors or employees, or may be connected with any town or place where the Company carries on business; to establish and maintain or procure the establishment and maintenance of any non contributory or contributory pension or superannuation fund for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment of or providing service to the Company, or any company which is for the time being the Company's Holding or subsidiary company as defined by Section 736 of the Companies Act, 1985, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institution, association, clubs or funds calculated to be for the benefit of or to advance the interest and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid; to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such other company as aforesaid and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (v) To distribute among the Members of the Company in specie any property of the Company of whatever nature, or any proceeds of sale or dispersal of any property of the Company.
- (w) To procure the Company to be registered or recognised in any part of the world.
- (x) To do all or any of the above things or matters herein set out in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise.

- (y) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

And it is hereby declared that save as otherwise expressly provided, each of the objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited by reference to any other sub-clause or by the name of the Company, and that the provisions of each sub-clause shall save as aforesaid be carried out in as full and ample a manner and construed in as wide a sense as if each of the sub-clauses defined the objects of a separate and distinct company.

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

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.

Name & Address of Subscribers	Number of shares taken by each subscriber
-------------------------------	--

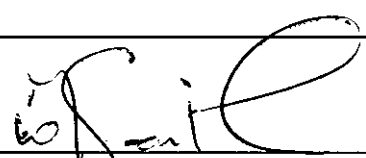
Staffordshire Building Society
PO Box 66
84 Salop Street
WOLVERHAMPTON
WV3 0SA

100

Total Shares
Taken

100

Signed:



W F Snaith
For and on behalf of
Staffordshire Building Society

Dated this 31 day of October 2002

Witness to the above signature :

Lyn C Colloff FCIS, ACII
69 Redstone Drive
Highley
Bridgnorth
Shropshire
WV16 6EQ

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

STAFFORDSHIRE LENDING SERVICES LIMITED

PRELIMINARY

1. The Company is a Private Company and, subject as hereinafter provided and expect where the same are varied or excluded by or inconsistent with these Articles, the regulations contained or incorporated by reference in Table A in the Companies (Tables A to F) Regulations 1985 (hereinafter called "Table A") shall apply to the Company and shall be deemed to form part of these articles. References herein to regulations are to regulations in Table A unless otherwise stated.

DEFINITIONS

2. In these Articles unless the context otherwise requires:-

"these Articles" means the Articles of Association in their present form or as from time to time altered;

"Director" means a Director of the Company;

"the Board" means the Board of Directors of the Company or a duly authorised committee thereof or the Directors present at a meeting of the Board of Directors of the Company or a duly authorised committee thereof, in each case at which a quorum is present;

"Member" means a member of the Company.

SHARE CAPITAL

3. The share capital of the Company is £100.00 divided in to 100 ordinary Shares of £1 each.

SHARES

4.
 - (a) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.
 - (b) All unissued shares or securities of the Company not comprising relevant securities shall be at the disposal of the Board who may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as it thinks proper.
 - (c) Pursuant to Section 91 of the Companies Act 1985, sub-section (1) of Section 89 and sub-sections (1) to (6) inclusive of Section 90 of that Act shall be excluded from applying to the Company.

LIEN

5. The lien conferred by Regulation 8 shall also attach to fully paid shares 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 person, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders for all moneys presently payable by him or his estate to the Company. Regulation 8 shall be modified accordingly.

FORFEITURE

6. The liability of any Member in default of payment of a call shall, if the Board so directs, also include any costs and expenses suffered or incurred by the company in respect of such non-payment and the powers conferred on the Board by Regulation 18 and the provisions of Regulation 21 shall be extended accordingly.

TRANSFER OF SHARES

7. The Board may, in its absolute discretion, and without giving any reason therefor, decline to register a transfer of any share, whether or not it is a fully paid share. Regulation 24 shall not apply to the Company.

TRANSMISSION OF SHARES

8. The Board may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within sixty days the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with. Regulation 31 shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

9. If within half an hour from the time appointed for a general meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine. If a quorum is not present at any such adjourned meeting within half an hour from the time appointed for that meeting, the meeting shall be dissolved. Regulation 41 shall not apply to the Company.
10. A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly.

DELEGATION OF DIRECTORS' POWERS

11. Any committee of the Board may consist of one or more co-opted persons other than Directors on whom voting rights may be conferred as members of the Committee but so that:-
- (i) the number of co-opted members shall be less than one half of the total number of members of the committee; and
 - (ii) no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are Directors

Regulation 72 shall be modified accordingly.

APPOINTMENT AND RETIREMENT OF DIRECTORS

12. (a) The minimum number of Directors shall be one and in the event of there being a sole director, he shall have all the powers and the subject to all the provisions herein conferred on the Directors and he or any alternate Director appointed by him shall alone constitute a quorum at any meeting of the directors. Regulations 64, 89 and 90 shall be modified (and all other Regulations in these Articles relating to Directors shall be construed) accordingly.
- (b) The Directors shall not be subject to retirement by rotation and accordingly:-
- (i) Regulations 73 to 75 inclusive, Regulation 80 and the last sentence of Regulation 84 shall not apply to the Company;
 - (ii) Regulation 76 shall apply but with the deletion of the words "other than a director retiring by rotation";
 - (iii) Regulation 77 shall apply but with the deletion of the words in brackets "(other than a director retiring by rotation at the meeting)";
 - (iv) Regulation 78 shall apply but with the deletion of the words "and may also determine the rotation in which any additional directors are to retire"; and
 - (v) Regulation 79 shall apply but with the deletion of the words "and shall not be taken into account in determining the directors who are to retire by rotation at the meeting".

DIRECTORS

13. The Directors shall be entitled to such remuneration (if any) by way of fee as shall from time to time be determined by the Company in General Meeting. Unless and until so determined, remuneration shall be at such rate as the Board shall from time to time determine. Such remuneration shall be deemed to accrue from day to day. The Directors (including alternate Directors) shall also be entitled to be paid their reasonable travelling, hotel and other expenses of attending and returning from meetings of the company or otherwise incurred while engaged on the business of the Company or in the discharge of their duties. Regulations 82 and 83 shall not apply to the Company.
14. Any Director, who, by request, performs special services or goes or resides abroad for any purposes of the Company or who otherwise performs services which, in the opinion of the Board, are outside the scope of the ordinary duties of a Director shall receive such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine which shall be charged as part of the Company's ordinary working expenses.
15. Subject to the provisions of the Companies Act 1985 and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office:-
 - (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the Company is in any way interested;
 - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is in any way interested;
 - (c) may, or any firm or company of which he is a member or director may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested;
 - (d) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit; and
 - (e) shall be entitled to vote and be counted in the quorum on any matter concerning paragraphs (a) and (d) above.

For the purposes of this Article:-

- (i) a general notice to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of

persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified;

- (ii) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and
- (iii) an interest of a person who is, for any purpose of the Companies Act 1985 (excluding any statutory modification not in force when this Article becomes binding on the Company), connected with a Director shall be treated as an interest of the Director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

Regulations 86, and 94 to 96 inclusive shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

- 16. An alternate director who is himself a director and/or who acts as an alternate director for more than one director shall be entitled, in the absence of his appointor(s), to a separate vote or votes on behalf of his appointor(s) in addition (if he is himself a director) to his own vote. Regulation 88 shall be modified accordingly.

DIVIDENDS

- 17. Dividends shall be declared and paid according to the amounts paid up or credited as paid up on the shares on which the dividend is paid. Regulation 104 shall be construed accordingly.

NOTICES

- 18. A notice served by post. shall be deemed to be given at the expiration of twenty-four hours (or, where second class mail is employed, forty-eight hours) after the time when the cover containing the same is posted. Regulation 115 shall be modified accordingly.

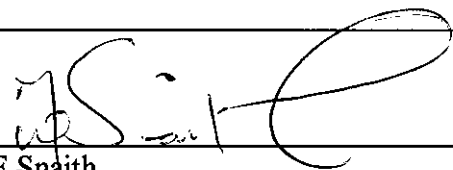
INDEMNITY

19. Subject to the provisions of the Companies Act 1985 but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution of his duties or in relation thereto including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs or the Company. Regulation 118 shall not apply to the Company.

Name and Address of Subscribers

Staffordshire Building Society
PO Box 66
84 Salop Street
WOLVERHAMPTON
WV3 0SA

Signed:


W F Snaith
For and on behalf of
Staffordshire Building Society

Dated this 31 day of October 2002

Witness to the above signature :

Lyn C Colloff FCIS, ACII
69 Redstone Drive
Highley
Bridgnorth
Shropshire
WV16 6EQ