

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4728183

The Registrar of Companies for England and Wales hereby certifies that

COMPASS FINANCE GROUP PLC

having by special resolution changed its name, is now incorporated
under the name of

THE DEBT ADVISOR GROUP PLC

Given at Companies House, Cardiff, the 26th February 2007



C04728183P



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

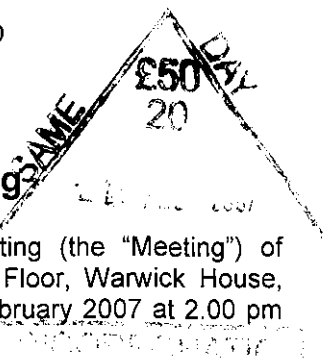


Companies House

— for the record —

6017924
4728183

104814/50



Notice of annual general meeting

NOTICE IS HEREBY GIVEN that the third annual general meeting (the "Meeting") of Compass Finance Group plc (the "Company") will be held at 2nd Floor, Warwick House, Hollins Brook Way, Pilsworth, Bury, BL9 8RR on the 23rd day of February 2007 at 2.00 pm for the following purposes:

Ordinary Business

1. To receive and approve the report of the directors and the Company's accounts for the year ended 30 September 2006 and the report of the auditors thereon.
2. To accept the resignation of Michael John Patrick Hutchins as a director of the Company (with effect from the date of the Meeting), whose appointment as a director on 14 March 2006 would otherwise require ratification.
3. To reappoint KPMG Audit Plc as auditors of the Company to hold office from the conclusion of the meeting until the next general meeting of the Company at which accounts are laid and to authorise the directors to fix their remuneration.
4. To re-elect Richard Hughes as a director of the Company, who retires by rotation in accordance with the Company's articles of association.

Ordinary Resolution

To consider and, if thought fit, pass the following resolution, which will be proposed as an ordinary resolution.

5. THAT, in substitution for all existing authorities and powers relating to the allotment of relevant securities (as defined in section 80(2) of the Companies Act 1985 (the "Act")), save to the extent that the same may already have been exercised, the directors of the Company be and they are hereby generally and unconditionally authorised and empowered pursuant to section 80 of the Act to exercise all powers of the Company to allot relevant securities up to an aggregate nominal amount of £70,265.09 provided that this authority shall (unless renewed, varied or revoked) expire on the date which is fifteen months after the date on which this resolution is passed or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2008 save that the Company may before such expiry make an offer, agreement or arrangement which would or might require relevant securities to be allotted after such expiry, and the directors of the Company may allot relevant securities pursuant to any such offer, agreement or arrangement as if the authority hereby conferred had not expired.

Special Business

To consider and, if thought fit, pass the following resolutions, which will be proposed as special resolutions.

Special Resolutions

6. To approve the change of name of the Company to The Debt Advisor Group plc (with effect from the conclusion of the Meeting).
7. THAT, subject to the passing of resolution 5 above, the directors of the Company be and they are hereby authorised and empowered pursuant to section 95(1) of the Act to allot equity securities (as defined in section 94(2) of the Act) pursuant to the general authority conferred by resolution 5 above, as if section 89(1) of the Act did not apply to such allotment, provided that such power shall be limited to the allotment of equity securities:

(a) in connection with a rights issue or other issue in favour of the holders of ordinary shares where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary

shares held or deemed to be held by them, subject only to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory or by virtue of shares being represented by depositary receipts, the requirements of any regulatory body or stock exchange, or any other matter whatsoever;

(b) (otherwise than pursuant to sub-paragraph (a) above) up to an aggregate nominal amount of the greater of £42,973.49 or 10% of the Company's current issued ordinary share capital and shall (unless renewed, varied or revoked) expire on the date which is fifteen months after the date on which this resolution is passed or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2008 save that the directors shall be entitled to make at any time prior to the expiry of the power hereby conferred any offer or agreement which would or might require equity securities to be allotted after such expiry.

8. THAT, in accordance with Chapter VII of Part V of the Act, the Company be generally and unconditionally authorised (pursuant to section 166 of the Act) to make one or more market purchases (as defined in section 163(3) of the Act) of its own ordinary shares of 0.5p ("Ordinary Shares") from such person(s) and upon such terms and conditions, as the directors may, from time to time, determine (subject always to the articles of association of the Company), provided that:

- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 21,486,745 (representing 25% of the Company's current issued ordinary share capital);
- (b) the minimum price which may be paid for an Ordinary Share is 0.5p;
- (c) the maximum price which may be paid for an Ordinary Share shall not be more than 10% above the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days (being a day other than a Saturday or Sunday or public holiday in England) immediately preceding the day on which the share is contracted to be purchased; and
- (d) the authority hereby conferred shall (unless previously revoked, varied or renewed) expire on the date which is fifteen months after the date on which this resolution is passed or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2008, but a contract of purchase may be made before such expiry which will or may be executed wholly or partly thereafter and a purchase of shares may be made in pursuance of any such contract.

Registered office:
2nd Floor
Warwick House
Hollins Brook Way
Pilsworth
Bury
BL9 8RR

By Order of the Board

Mark Walker
Company Secretary

Dated: 24 January 2007

Notes:

1. A member entitled to attend and vote at the above Meeting may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not also be a member.

2. In accordance with Regulation 41(1) of the Uncertificated Securities Regulations 2001 the Company specifies that only those shareholders registered in the Company's register of members at 2.00 pm on 21 February 2007 (or in the case of an adjournment, no later than 48 hours before the time of the adjourned meeting) will be entitled to attend or vote at the Meeting and that the number of votes which any such shareholder may cast will be determined by reference to the number of shares registered in such shareholder's name at that time. Changes to entries in the share register after 2.00 pm on 21 February 2007 shall be disregarded in determining the rights of any person(s) to attend and/or vote at the above Meeting.

3. To be effective, a proxy card must be deposited at the offices of the Company's registrars, Neville Registrars Limited of Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA not less than 48 hours before the time fixed for the Meeting. A proxy card is enclosed. Completion of the proxy card does not preclude a member from subsequently attending and voting at the Meeting in person if he or she so wishes.

4. Any corporation which is a member of the Company may authorise a person (who need not be a member of the Company) to act as its representative to attend, speak and vote (on a show of hands or a poll) on its behalf.

5. In the case of joint holders of a share the vote of the senior who tenders the vote whether in person or proxy shall be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names appear in the Company's register of members in respect of the share in question.

Certified to be a true and accurate extract from the Minutes of the Annual General Meeting of Compass Finance Group plc (Company Number – 4728183), validly convened and held on 23rd February 2007.

Name Mark Howard Walker

Position Company Secretary

Signed



23/2/2007