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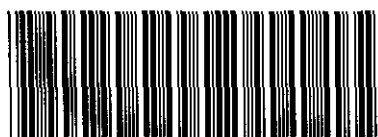
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 5094356

The Registrar of Companies for England and Wales hereby certifies that  
FRAZERS FINANCIAL SOLUTIONS 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 5th April 2004



\*N05094356J\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

CHFP036

Please complete in typescript, or  
in bold black capitals.

**Declaration on application for registration**

**Company Name in full**

FRAZERS FINANCIAL SOLUTIONS LIMITED

I, **K KNIGHT A DIRECTOR OF TURNER HAMPTON SECRETARIES LTD**  
of **22 CHERTSEY ROAD WOKING SURREY GU21 5AB**

†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**

**W. DAVIES & SON**  
ACORN HOUSE, 5 CHERTSEY ROAD  
WOKING, SURREY GU21 5AB

Declared at

W DAVIES & SON 5 CHERTSEY ROAD WOKING SURREY GU21 5AB

Day Month Year

On

01 04 2004

(1) Please print name.

before me (1)

CRAIG BATHO

**Signed**

*CBA*

**Date**

11/4/04

~~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.

TURNER HAMPTON

22 CHERTSEY ROAD WOKING SURREY

GU21 5AB

Tel 01483 815220

DX number

DX exchange



A31  
COMPANIES HOUSE

0293  
02/04/04

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, CF4 3UZ**  
for companies registered in England and Wales

**DX 33050 Cardiff**

or

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

for companies registered in Scotland

**DX 235 Edinburgh**

Please complete in typescript,  
or in bold black capitals.

CHFP036

Notes on completion appear on final page

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

**Company Name in full**

FRAZERS FINANCIAL SOLUTIONS LIMITED

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

22 CHERTSEY ROAD

**Post Town**

WOKING

**County / Region**

SURREY

**Postcode**

GU21 5AB

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**

TURNER HAMPTON

**Address**

22 CHERTSEY ROAD

**Post Town**

WOKING

**County / Region**

SURREY

**Postcode**

GU21 5AB

**Number of continuation sheets attached**

0

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 of the public record.

TURNER HAMPTON

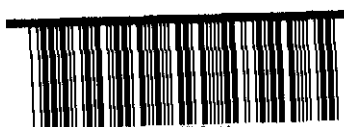
22 CHERTSEY ROAD WOKING SURREY

GU21 5AB

Tel 01483 815220

DX number

DX exchange



A31  
COMPANIES HOUSE

0292  
02/04/04

Form April 2002

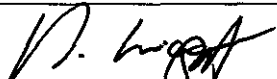
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Registrar of Companies at:

**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

## Company Secretary (see notes 1-5)

Company name	FRAZERS FINANCIAL SOLUTIONS LIMITED		
NAME * Style / Title		* Honours etc	
Forename(s)			
Surname	TURNER HAMPTON SECRETARIES LTD		
Previous forename(s)			
Previous surname(s)			
Address <sup>††</sup>	22 CHERTSEY ROAD		
Post town	WOKING		
County / Region	SURREY	Postcode	GU21 5AB
Country	ENGLAND		
Consent	I consent to act as secretary of the company named on page 1		
		Date	25/03/2004


\* Voluntary details

<sup>††</sup> 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.

☐

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME * Style / Title	MR	* Honours etc	
Forename(s)	PASQUALE		
Surname	MINGOIA		
Previous forename(s)			
Previous surname(s)			
Address <sup>††</sup>	21 MIZEN WAY		
Post town	COBHAM		
County / Region	SURREY	Postcode	KT11 2RG
Country	ENGLAND		
Date of birth	Day 1 6	Month 1 2	Year 1 9 6 9
Business occupation	DIRECTOR		
Other directorships	FRAZERS LIMITED		
Consent signature	I consent to act as director of the company named on page 1		
		Date	25/03/2004

<sup>††</sup> 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.

☐

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

Please list directors in alphabetical order

<b>NAME</b>	<b>* Style / Title</b>	<b>MR</b>		<b>* Honours etc</b>	
<b>Forename(s)</b>		STUART GRAHAM			
<b>Surname</b>		BENNETT			
<b>Previous forename(s)</b>					
<b>Previous surname(s)</b>					
† 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.	<b>Address †</b>	16 THE PADDOCKS			
		NORMANDY			
	<b>Post town</b>	GUILDFORD			
	<b>County / Region</b>	SURREY	<b>Postcode</b>	GU3 2HA	
	<b>Country</b>	ENGLAND			
<b>Date of birth</b>	<b>Day</b>	<b>Month</b>	<b>Year</b>	<b>Nationality</b>	BRITISH
	0 6	0 8	1 9 6 5		
<b>Business occupation</b>	FINANCIAL ADVISOR				
<b>Other directorships</b>	FRAZERS LIMITED				
I consent to act as director of the company named on page 1					
<b>Consent signature</b>				<b>Date</b>	25/03/2004

**This section must be signed by****Either**an agent on behalf  
of all subscribers**Signed****Date****Or the subscribers**(i.e. those who signed  
as members on the  
memorandum of  
association).**Signed****Date**

25/03/2004

**Signed****Date**

25/03/2004

**Signed****Date**

25/03/2004

**Signed****Date****Signed****Date****Signed****Date**

**Company Secretary** (see notes 1-5)**Form 10 Continuation Sheet**

CHFP036

Company name

**NAME** \* Style / Title

\* Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address** †

† 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 principle 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

MR

\* Honours etc

Forename(s)

GAVIN JAMES KENNEDY

Surname

MILROY

Previous forename(s)

Previous surname(s)

**Address** †

† 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 principle office address.

10 NURSERY ROAD

FARNCOMBE

Post town

GODALMING

County / Region

SURREY

Postcode

GU7 3JU

Country

ENGLAND

**Date of birth**

Day Month Year

0 8 0 5 1 9 6 5

**Nationality**

BRITISH

**Business occupation**

DIRECTOR

**Other directorships**

FRAZERS LIMITED

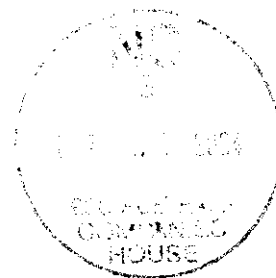
I consent to act as director of the company named on page 1

**Consent signature****Date**

25/03/2004

5000300 000198/20

059435



THE COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION OF  
FRAZERS FINANCIAL SOLUTIONS LIMITED

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1. The Company's name is Frazers Financial Solutions Limited
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are

(A) To carry on Business as a General Commercial Company



- (B) To purchase, take on lease, take in exchange, hire or otherwise acquire and hold for any estate or interest whatsoever anywhere any property of any nature, whether tangible or not, which the Company may deem necessary or convenient for the purposes of its business.
- (C) To carry on such other business or trade as the Directors of the Company may from time to time consider can be advantageously and conveniently carried on by the Company in furtherance of its objects.
- (D) To erect, construct, build, alter, renovate, enlarge, maintain, or demolish any structures, factories, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in engaging in any of the aforesaid actions or contributing to their cost.
- (E) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or any other security upon the whole or any part of the present or future property or assets of the Company, including its uncalled capital, and also by way of similar mortgage, charge or lien to secure and guarantee the performance of any obligation undertaken by the Company or any other person, firm or company.
- (F) To sell, mortgage, give in exchange, lease, licence, grant rights to develop all or part of any property of any nature, whether tangible or not, which the Company may deem necessary or convenient for the purposes of its business.
- (G) To invest, purchase, subscribe for or by any other means acquire any investments, stock, shares, debentures, bonds or securities of any nature whatsoever and wheresoever and to hold, deal in and sell any such securities in such manner as the Company may deem expedient.
- (H) To apply for, register, purchase or by any other means acquire any patents, patent rights, licences, secret processes, trade marks, designs, trade data, franchises, concessions and patent protections and to disclaim, alter, improve, modify, experiment upon, use, turn to account and manufacture under licence and to grant licenses or privileges in respect of the same.

- (I) To issue, place, underwrite or guarantee the subscription of any shares, stock, debentures, bonds or securities of any company wheresoever, whether limited or unlimited, on such terms and conditions and at such times as the Company may deem expedient.
- (J) To purchase, take over or by any other means acquire all or any part of the business, assets, liabilities, trade transactions and property of any person, firm or company carrying on or proposing to carry on any trade or business which the Company is lawfully entitled to carry on or which can be carried on in conjunction with the business of the Company, to the direct or indirect benefit of the Company.
- (K) To sell, assign, lease, dispose of, exchange or deal with all or part of the business or property of the Company for such consideration as the Company shall deem fit and in particular for shares, stock, debentures, bonds or any securities of any company purchasing the same.
- (L) To enter into partnership or any joint enterprise or arrangement for sharing profits or amalgamation with any person, firm or company carrying on or proposing to carry on any trade or business which the Company is lawfully entitled to carry on the direct or indirect benefit of the Company.
- (M) To lend money and to grant credit with or without security on such terms as the Company may deem expedient and to receive money on loan or deposit upon any terms and to secure and guarantee upon any terms the payment of money or the performance of any obligation by any person firm or company.
- (N) To promote or establish any other company for the purpose of acquiring the whole or part of the assets, liabilities, property and rights of the Company or for any other purpose which may appear likely to enhance the business or any property of the Company either directly or indirectly.
- (O) To make, draw, endorse, accept, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, debentures, warrants and any other negotiable or transferable instruments.

- (P) To pay any person, firm or company rendering services to the Company either by cash payment or by the allotment of shares, stock, debentures, or other security of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (Q) To accept payment in part or in whole from any person, firm or company for any services rendered, property or rights sold, whether in instalments or not, by the acceptance of shares, stock, debentures or other security of any company or corporation as may be thought expedient and to deal in such securities.
- (R) To subscribe to and support any charitable or public object and to establish, aid and support any funds, trusts, institutions or clubs which may be for the benefit of the Company, Directors, former Directors, employees or former employees or their families or which may be to the benefit of the inhabitants or any city, town, village or district with which the Company may have connections.
- (S) To grant pensions, gratuities, allowances and pay insurance contributions to Directors, former Directors, employees or former employees or their families and to set up and maintain pension schemes, whether contributory or not, for the benefit of such persons.
- (T) To distribute among the members of the Company in kind any property or assets of the Company of whatever nature but not so that the capital be reduced except with any sanctions which may be required by law.
- (U) To give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act, if and in so far as such provision shall be applicable.
- (V) To do all or any of the things aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, sub-contractors, brokers or otherwise and either alone or in conjunction with others.

(W) To do all such other things as may be deemed incidental or conducive to the attainment of the objects of the Company or any of the powers given to it by the Act or the foregoing clauses.

(X) In this Memorandum the expression "the Act" means the Companies Act 1985, but so that any reference herein to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

It is hereby expressly declared that none of the provisions set forth in any of the foregoing sub-clauses shall be restrictively construed and the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or interference from any other provision set forth in such sub-clause.

4. The liability of the Members is limited.

5. The Company's share capital is £100 divided into shares of £1.00 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 and addresses of Subscribers	Number of shares taken
Mr Pasquale Mingoia 21 Mizen Way Cobham Surrey KT11 2RG	1



x 25/03/2004

Mr Stuart Graham Bennett  
16 The Paddocks  
Normandy  
Guildford  
Surrey  
GU3 2HA

1

x 

x 25/03/2004

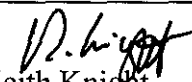
Mr Gavin James Kennedy Milroy  
10 Nursery Road  
Farncombe  
Godalming  
Surrey  
GU7 3JU

1

x 

x 25/03/2004

DATED THE 25<sup>th</sup> March 2004  
WITNESS TO THE ABOVE SIGNATURES:

  
Keith Knight  
22 Chertsey Road  
Woking  
Surrey GU21 5AB

# **THE COMPANIES ACT 1985 TO 1989**

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## **PRIVATE COMPANY LIMITED BY SHARES**

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### **ARTICLES OF ASSOCIATION OF**

### **FRAZERS FINANCIAL SOLUTIONS LIMITED**

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#### **PRELIMINARY**

1. (a) The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended and as in force at the date of incorporation of the Company (except in so far as they are excluded, varied or modified as aforesaid) together with these Articles shall constitute the Regulations of the Company.

(b) The words or expressions defined in Regulation 1 of Table A shall bear in these Articles, unless the context requires otherwise, the meaning so defined.

#### **GENERAL MEETINGS**

2. In every notice calling a General Meeting of the Company there shall prominently appear a statement that a member may appoint a proxy who is entitled to attend and vote instead of that member and that the proxy need not be a member of the Company.
3. Every notice calling a General Meeting of the Company shall also be sent to the current Auditors of the Company.

#### **DIRECTORS**

4. The number of Directors shall not be subject to any maximum and the minimum number shall be one, unless determined otherwise by ordinary resolution and Regulation 64 of Table A shall be accordingly modified. If and when the number of Directors is one, that Director may act alone in exercising all the powers and authority vested in the Directors. A Director need not hold any shares in the Company.
5. No Director shall be required to retire by rotation and Regulations 73 to 83 (inclusive) of Table A shall not apply to the Company.

6. A Director may vote and his vote shall count in respect of any transaction, contract or arrangement or of any matter arising therefrom in which he has an interest, provided that he shall declare such interest before the vote is taken.

7. Regulations 94, 95 and 96 of Table A shall not apply to the Company.

#### ALLOTMENT OF SHARES

8. The Company is a private limited company having a share capital and shall not offer the public, whether for cash or otherwise, any shares or debentures in the Company. It shall not allot, whether for cash or otherwise, any shares or debentures in the Company with a view to all or any of these shares or debentures being offered for sale to the public.

9. Section 90(1) of the Act shall not apply to the allotments by the Company of shares or debentures in the Company.

#### TRANSFER OF SHARES

10. Regulation 24 of Table A shall not apply to the Company.

11. Except in the circumstances set out in Article 12 hereof, the Directors may in their absolute discretion and without providing any reason therefore decline to register the transfer of any share whether it is fully paid up or not.

12. Subject to the overriding proviso that nothing contained in these Articles shall prevent the Directors of the Company from declining to register the transfer of a share in respect of which the Company has a lien or to any infant, bankrupt or person of unsound mind, any share may be transferred:

- (a) to any person who is already a member of the Company;
- (b) by any member of the Company to any child or remoter issue, spouse, widow, widower, sister, brother or parent of that said member;
- (c) by the personal representatives of a deceased member to any child or remoter issue, spouse, widow, widower, sister, brother or parent of such deceased member;
- (d) by the personal representatives of a deceased member to the trustees of the Will of such deceased member.  
and
- (e) by the trustees of the Will of any deceased member or of a settlement created by any member or deceased member to the trustees for the time being of the Will of any deceased member or settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

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Name and addresses of Subscribers

---

Mr Pasquale Mingoia  
21 Mizen Way  
Cobham  
Surrey  
KT11 2RG



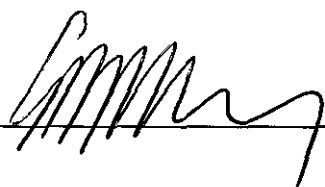
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16 The Paddocks  
Normandy  
Guildford  
Surrey  
GU3 2HA




25/03/2004

Mr Gavin James Kennedy Milroy  
10 Nursery Road  
Farncombe  
Godalming  
Surrey  
GU7 3JU



25/03/2004

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22 Chertsey Road  
Woking  
Surrey GU21 5AB