

FILE COPY



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

Company No. 5424546

The Registrar of Companies for England and Wales hereby certifies that  
**LEGAL PROJECT 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 14th April 2005



\*N05424546H\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

## Declaration on application for registration

Please complete in typescript,  
or in bold black capitals.  
CHFP010.

**Company Name in full**

Legal Project Services Limited

I, Gillian Hague

of 14 Twining Brook Road, Cheadle Hulme, Cheadle, Cheshire

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.

† Please delete as appropriate

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**

G M Hague

Declared at Daresbury Park, Daresbury, Warrington

Day Month Year

on

1 13 0 4 2 0 0 5

● Please print name

● before me

DARREN JON WALSH

**Signed**

*[Signature]*

**Date**

13/04/05.

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.

GILL HAGUE, 14 TWINING BROOK RD,  
CHEADLE HULME, CHEADLE, CHESHIRE  
SK8 5PU Tel 0161 486 9283

DX number

DX exchange



A11 #AG7RQ4FX\* 0096  
COMPANIES HOUSE 14/04/05

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**

5424546

10

Please complete in typescript,  
or in bold black capitals.

CHFP010.

Notes on completion appear on final page

**Company Name in full**

# First directors and secretary and intended situation of registered office

LEGAL PROJECT SERVICES LIMITED

## Proposed Registered Office

(PO Box numbers only, are not acceptable)

Post town

County / Region

14 Twining Brook Road	
Cheadle Hulme	
Cheadle	
Cheshire	Postcode SK8 5PU

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

<input type="checkbox"/>	

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.

Ms G Hague, Legal Project Services Limited,	
14 Twining Brook Road, Cheadle Hulme, Cheadle Cheshire	
SK8 5PU	Tel
DX number	DX exchange



A11  
COMPANIES HOUSE  
0097  
14/04/05

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

(continued)

Company name Legal Project Services Limited

Name \* Style / Title

Mr

\* Honours etc

\* Voluntary details.

Forename(s) Colin Stuart

Surname Reid

Previous forename(s)

Previous surname(s)

Address

10 Treetops Close

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

Bruche

Post town Warrington

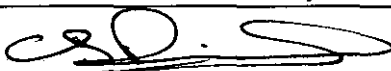
County / Region Cheshire

Postcode WA1 4JA

Country UK

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

Consent signature



Date

13-04-05

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

Please list directors in alphabetical order

Name \* Style / Title

Ms

\* Honours etc

Forename(s) Gillian

Surname Hague

Previous forename(s)

Previous surname(s)

Address

14 Twining Brook Road

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

Cheadle Hulme

Post town Cheadle

County / Region Cheshire

Postcode SK8 5PU

Country UK

Date of Birth

Day Month Year  
2 1 1 2 1 9 5 2

Nationality British

Business occupation

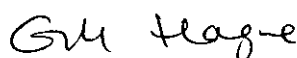
Company Director

Other directorships

None

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

Consent signature



Date

13-4-05

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

<b>Name</b>	<b>* Style / Title</b>	<input type="text"/>	<b>* Honours etc</b>	<input type="text"/>
		<input type="text"/>		
<b>Forename(s)</b>		<input type="text"/>		
<b>Surname</b>		<input type="text"/>		
<b>Previous forename(s)</b>		<input type="text"/>		
<b>Previous surname(s)</b>		<input type="text"/>		
<b>Address</b>		<input type="text"/>		
<b>Usual residential address</b>		<input type="text"/>		
For a corporation, give the registered or principal office address.		<input type="text"/>		
<b>Post town</b>		<input type="text"/>		
<b>County / Region</b>		<input type="text"/>	<b>Postcode</b>	<input type="text"/>
<b>Country</b>		<input type="text"/>		
		<b>Day</b>	<b>Month</b>	<b>Year</b>
<b>Date of Birth</b>		<input type="text"/>	<input type="text"/>	<input type="text"/>
				<b>Nationality</b>
<b>Business occupation</b>		<input type="text"/>		
<b>Other directorships</b>		<input type="text"/>		
		<input type="text"/>		
		<input type="text"/>		
I consent to act as director of the company named on page 1				
<b>Consent signature</b>		<input type="text"/>	<b>Date</b>	<input type="text"/>

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

Co. No.

SAME DAY  
NC  
13 APR 2005  
THE COMPANIES ACTS 1985  
COMPANIES HOUSE

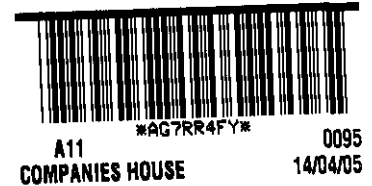
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COMPANIES HOUSE

**PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**OF**

**LEGAL PROJECT SERVICES LIMITED**



1. The Company's name is " Legal Project Services Limited"
2. The Company's registered office is to be situated in England & Wales.
3. (a) (i) The object of the Company is to carry on business as a general commercial company.  
  
(ii) Without prejudice to the generality of the object and the powers of the Company derived from Section 3A of the Act the Company has power to do all or any of the following things:
  - (b) 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.
  - (c) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the united Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
  - (d) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and

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

- (e) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (f) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (g) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), 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 in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid.)
- (h) To borrow and raise money in any manner 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 property or assets (whether present or future), including its uncalled capital, and also by a similar 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.
- (i) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (j) 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 proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (k) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) 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 and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

- (l) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- (m) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (n) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking 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, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (o) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (q) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (r) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (s) 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.

- (t) 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 give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance including insurance for any Director, officer or Auditor against any liability as is referred to in Section 310(1) of the Act; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and 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 subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
- (u) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), 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.
- (v) To procure the Company to be registered or recognised in any part of the world.
- (w) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's object or of any of the powers given to it by the Act or by this Clause.

AND so that:-


- (1) None of the provisions set forth in any sub-clause of this Clause shall be restrictively construed but 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 inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.
  - (2) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
  - (3) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause 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.
4. The liability of the members is limited.
5. The Company's share capital is £1000 divided into one thousand ordinary share 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.

Names and addresses of Subscribers	Number of shares taken by each Subscriber
<u>Gill Hague</u>	
X Gillian Hague 14 Twining Brook Road Cheadle Hulme Cheadle Cheshire SK8 5PU	<u>One</u>
Total shares taken	One

X Dated: 13-4-05

Witness to the above Signatures:

  
COLIN S REID  
16 TREGETON CLOSE  
BRUCHE  
WARRINGTON.  
CHESHIRE

# **THE COMPANIES ACT 1985**

## **PRIVATE COMPANY LIMITED BY SHARES**

### **ARTICLES OF ASSOCIATION**

**-of-**

### **LEGAL PROJECT SERVICES LIMITED**

#### **PRELIMINARY**

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) and as further amended by The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No. 3373) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these articles; and regulation 1 shall so apply as if references to "these regulations" included references to these articles. Accordingly, in these articles "the Act" means the Companies Act 1985, including any statutory modification or re-enactment of it for the time being in force; and any reference in these articles to a provision of that Act includes a reference to any statutory modification or re-enactment of that provision for the time being in force.
2. Regulations 24, 57, 62, 64, 73 to 80 (inclusive), 94 to 96 (inclusive) 101 and 118 in Table A shall not apply to the Company.

#### **TRANSFER OF SHARES**

3. Regulation 23 in Table A shall apply to the Company as if the instrument of transfer of any share shown in the Memorandum of Association to have been taken by a subscriber to it need not be executed by or on behalf of the transferee, even where the share is not fully paid.
4. The directors may in their absolute discretion, and without giving any reason, decline to register any transfer of any share, whether or not fully paid.

#### **PROCEEDINGS AT GENERAL MEETINGS**

5. Where the Company has only one member, regulation 40 in Table A shall apply to the Company as if reference to two persons were a reference to one and the word "each" were omitted.

## **DELIVERY OF PROXIES**

6. The appointment of a proxy and (if required by the directors) any authority under which the proxy is appointed or a copy of the authority, certified notarially or in some other manner approved by the directors, shall be deposited or received at the office (or at such other place or address, including an address for the purpose of receiving electronic communications, or delivered to such person, as may be specified or agreed by the directors) at or before the time for holding the meeting or adjourned meeting at which the person named in the appointment of proxy proposes to act or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, at or before the time appointed for the taking of the poll, and an appointment of proxy which is not so deposited, received or delivered shall be invalid.

## **DIRECTORS**

7. Unless otherwise determined by ordinary resolution the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than one.

## **APPOINTMENT, RETIREMENT AND REMOVAL OF DIRECTORS**

8. A member or members holding a majority in nominal value of the issued ordinary shares in the Company may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director, and may remove from office any director however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members concerned or, in the case of a corporate member, signed by one of its directors on its behalf, and shall take effect on lodgement at the registered office.
9. The Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director and, without prejudice to the provisions of the Act, may by ordinary resolution remove a director from office.
10. The removal of a director under article 8 and 9 shall be without prejudice to any claim the director may have for breach of any contract of service between him and the Company.
11. No person shall be disqualified from being or becoming a director by reason of his attaining or having attained the age of 70 or any other age.

## **PROCEEDINGS OF DIRECTORS**

12. A director who has duly declared his interest (so far as he is required to do so) shall not vote at a meeting of the directors or of a committee of the directors on any resolution concerning a matter in which he is interested, directly or indirectly. If he does, his vote shall not be counted; and whether or not he does, his presence at the meeting shall not be taken into account in calculating the quorum.
13. Where the Company has only one director, that director may exercise all the powers of the directors by regulation 70 in Table A or otherwise by virtue of these articles, notwithstanding any restriction in regulation 89 (as to quorum for the transaction of the business of directors) or regulation 90 (as to the purposes for which a sole continuing director may act).

## **ELECTRONIC COMMUNICATION BOARD MEETINGS**

14. A meeting of the directors may be held between directors some or all of whom are in different places provided that each director who participates in the meeting is able to communicate with each of the other participating directors whether directly or by any form of electronic communication or a combination of such methods, such that each director is able:

- (a) to hear each of the other participating directors addressing the meeting; and
- (b) if he so wishes, to address each of the other participating directors simultaneously.

A quorum shall be deemed to be present if those conditions are satisfied in respect of at least the number and designation of directors required to form a quorum. A director shall be regarded for all purposes as being present in person if and for so long as those conditions are satisfied in respect of him. A meeting held in this way shall be deemed to take place at the place where a majority of the directors participating in the meeting is assembled or, in default of such a majority, at the place where the Chairman of the meeting is physically present.

## **SEAL**

- 15.

- (a) If the Company has a seal it shall only be used with the authority of the directors or of a committee of 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 a second director.
- (b) The obligation under regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal.
- (c) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

## **INDEMNITY**

16. Subject to the provisions of the Act, the Company may:

- (a) indemnify a director, directly or indirectly (including by funding any expenditure incurred or to be incurred by the director), against any liability attaching to him, whether in connection with any proven or alleged negligence, default, breach of duty or breach of trust by him or otherwise, in relation to the Company; and/or
- (b) purchase and maintain insurance for a director against any liability attaching to him or any expenditure he may incur, whether in connection with any proven or alleged negligence, default, breach of duty or breach of trust by him or otherwise, in relation to the Company.

For the purposes of this article no person appointed or employed by the Company as an auditor is an officer of the Company.

Names and addresses of Subscribers

Number of shares taken  
by each Subscriber

Gill Hague

Gillian Hague  
14 Twining Brook Road  
Cheadle Hulme  
Cheadle  
Cheshire  
SK8 5PU

One

Total shares taken

One

X Dated:

13-4-05

Witness to the above Signatures:



COLIN S. REID  
10 TREETOPS CLOSE  
BLUCHE  
WARRINGTON  
CHESHIRE