

FILE COPY



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

Company No. 6389025

The Registrar of Companies for England and Wales hereby certifies that
THE ASSET HUB NOMINEES 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 3rd October 2007



N06389025K



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B

Declaration on application for registration

Please complete in typescript,
or in bold black capitals.

CHFP010

Company Name in full

THE ASSET HUB NOMINEES LIMITED

I,

DIANA MONGER

of

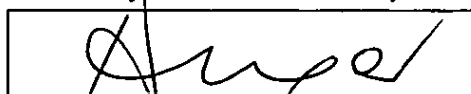
PIXHAM END, DORKING, SURREY RH4 1QA

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



Declared at

156 High Street Dorking Surrey RH4 1BQ

Day Month Year

on

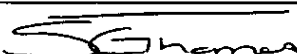
27 09 2007

Please print name

before me

Sarah Elizabeth Thomas

Signed



Date

27th September 2007

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

JOWNS SOLICITORS LLP
156 HIGH STREET
DORKING, SURREY RH4 1BQ

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

DIANA MONGER, FRIENDS TROUBIDENT PLC

PIXHAM END, DORKING, SURREY

RH4 1QA Tel

DX number

DX exchange

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

FRIDAY



L11

LZ67QTCS
28/09/2007
COMPANIES HOUSE

314

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**

THE ASSET HUB NOMINEES LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

PIXHAM END

Post town

DORKING

County / Region

SURREY

Postcode

RH4 1QA

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

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

DIANA MONGER, FRIENDS PROVIDENT PLC	
PIXHAM END, DORKING, SURREY	
RH4 1QA	Tel
DX number	DX exchange

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

FRIDAY



L11

LZ67PTCR

28/09/2007

315

COMPANIES HOUSE

Company Secretary (See notes 1-5)

Company name **THE ASSET HUB NOMINEES LIMITED**

Name * Style / Title * Honours etc

* Voluntary details

Forename(s) **ROBERT GORDON**

Surname **ELLIS**

Previous forename(s)

Previous surname(s)

Address **SEVERALS**

Usual residential address

For a corporation, give the registered or principal office address

OAKWOOD

Post town **CHICHESTER**

County / Region **WEST SUSSEX** Postcode **PO18 9AL**

Country **ENGLAND**

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

Consent signature **[Signature]** Date **26/9/07**

Directors (see notes 1-5)

Please list directors in alphabetical order

Name * Style / Title * Honours etc

Forename(s) **ROBERT GORDON**

Surname **ELLIS**

Previous forename(s)

Previous surname(s)

Address **SEVERALS**

Usual residential address

For a corporation, give the registered or principal office address

OAKWOOD

Post town **CHICHESTER**

County / Region **WEST SUSSEX** Postcode **PO18 9AL**

Country **ENGLAND**

Date of Birth Day Month Year **1/6/05** Nationality **BRITISH**

Business occupation **SOLICITOR**

Other directorships **SEE ATTACHED LIST**

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

Consent signature **[Signature]** Date **26/9/07**

Name	* Style / Title			* Honours etc		
* Voluntary details	Forename(s)	DIANA				
	Surname	MONGER				
	Previous forename(s)					
	Previous surname(s)					
Address		OEFIELD HOUSE, VERDLEY PLACE				
Usual residential address		FERNHURST				
For a corporation, give the registered or principal office address		Post town	HASLEMERE			
		County / Region	SURREY	Postcode	GU27 3ER	
		Country	ENGLAND			
		Day	Month	Year		
Date of Birth		1	5	1	1	1957
		Nationality		BRITISH		
Business occupation		COMPANY SECRETARY				
Other directorships		SEE ATTACHED LIST				
I consent to act as director of the company named on page 1						
Consent signature		[Signature]			Date	26/9/04

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	
Signed	[Signature]	Date	26/9/04
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	

Notes:

- 1 Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s)

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line

Give previous forename(s) or surname(s) except that

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it

Address

Give the usual residential address

In case of a corporation or Scottish firm give the registered or principal office

Subscribers

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s)

- 2 Directors known by another description

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council

- 3 Directors details

- Show for each individual director the director's date of birth, business occupation and nationality

The date of birth must be given for every individual director

- 4 Other directorships

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years**, when the person was a director, **was**
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's name and the full name of the director

- 5 Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors

Robert Gordon Ellis

Directorships Report

All Directorships Held As At and After 26/09/2002

Person Details

Name **Robert Gordon Ellis**
QuickRef **RGE**
Occupation **Solicitor**
Nationality **British**
Date of Birth **16/05/1956**

Addresses

Home	Work
Severals Oakwood Chichester West Sussex PO18 9AL	Pixham End Dorking Surrey RH4 1QA

Directorships

Company Name	Country	Appointed
AETAS Limited	England	08/06/2007
Box Hill Investments Limited	England and Wales	26/05/2005
County Mall (Crawley) Management Limited	England and Wales	26/05/2005
Endowment Options Limited	England	08/06/2007
Financial Options Services Limited	England	08/06/2007
FP (Portfolio) Nominees Limited	England and Wales	26/05/2005
FP Finance plc	England and Wales	01/01/2007
FP Financial Management Limited	England and Wales	26/05/2005
FP Group Limited	England and Wales	26/05/2005
Friars Square (Aylesbury) Management Limited	England and Wales	26/05/2005
Friends Milestones Limited	England and Wales	01/01/2007
Friends Provident (London & Manchester) Assurance Limited	England and Wales	26/05/2005
Friends Provident First Call Limited	England and Wales	26/05/2005
Friends' Provident Life Office	United Kingdom	26/05/2005
Friends' Provident Linked Life Assurance Limited	England and Wales	26/05/2005
Friends' Provident Managed Pension Funds Limited	England and Wales	26/05/2005
Friends Provident Management Services Limited	England and Wales	01/01/2007
Friends Provident Pension Scheme Trustees Limited	England and Wales	01/10/2004
Friends Provident Pension Solutions Direct Limited	England and Wales	26/05/2005
Friends Provident Pensions Services Limited	England and Wales	26/05/2005
Friends Provident The Blue Line Limited	England and Wales	26/05/2005
Friends Provident Trustees Limited	England and Wales	26/05/2005
Hallco 60 Limited	England	08/06/2007
Ibis (310) Limited	England	08/06/2007
Investment Options Management Limited	England	08/06/2007
Jetsolid Limited	England and Wales	26/05/2005
John Gordon Walton (Financial Management) Limited	United Kingdom	14/05/2007
London and Manchester (Commercial Mortgages) Limited	England and Wales	26/05/2005
London and Manchester (Mortgages) (No 7) Limited	England and Wales	26/05/2005
London and Manchester Group Limited	England and Wales	26/05/2005
London Capital Holdings Limited	England and Wales	26/05/2005
London Midland Associated Properties Limited	England and Wales	26/05/2005

Robert Gordon Ellis

Directorships Report

Company Name	Country	Appointed
Pemberton House Limited	England and Wales	14/12/1999
Precis (1994) Limited	England and Wales	26/05/2005
PTC Actuarial Services Limited	England	08/06/2007
Regional Properties Limited	England and Wales	26/05/2005
Regional Properties Management Limited	England and Wales	26/05/2005
Securitised Endowment Contracts Limited	England	08/06/2007
Sesame Desktop Services Limited	England	08/06/2007
Sesame Desktop Solutions Limited	England	08/06/2007
Sesame Mortgage Services Limited	England	08/06/2007
Sesame Network Limited	England	08/06/2007
St Christopher's Place Limited	England and Wales	26/05/2005
The Growth Fund Limited	England and Wales	26/05/2005
The IFA Training School Limited	England	08/06/2007
The Land and House Property Corporation Limited	England and Wales	26/05/2005
The Pre-Retirement Education Programmes Limited	England	08/06/2007
United Kingdom Temperance and General Provident Institution	England and Wales	26/05/2005

Past Directorships

Company Name	Country	Appointed	Resigned
FP Financial Management Group Services Limited	England and Wales	26/05/2005	06/03/2007
FP Pension Trustees Limited	England and Wales	26/05/2005	19/05/2006
Friends Provident Cash Management Limited	England and Wales	26/05/2005	13/03/2007
Friends Provident International Limited	England and Wales	26/05/2005	14/03/2006
Friends' Provident Services Limited	England and Wales	26/05/2005	19/05/2006
Lion Walk (Colchester) Management Limited	England and Wales	26/05/2005	24/07/2007
Lockyard Limited	United Kingdom	30/06/2004	19/08/2005

External Directorships

Company Name	Country	Appointed
Ellis Minty Limited	United Kingdom	22/05/2002

Diana Monger

Directorships Report

All Directorships Held As At and After 26/09/2002

Person Details

Name Diana Monger
QuickRef DM
Occupation Company Secretary
Nationality British
Date of Birth 15/11/1957

Addresses

Home	Work
Oefield House Verdley Place Fernhurst Haslemere Surrey GU27 3ER England	

Directorships

Company Name	Country	Appointed
AETAS Limited	England	08/06/2007
Box Hill Investments Limited	England and Wales	01/10/2001
Countrywide Independent Advisers Limited	England	08/06/2007
County Mall (Crawley) Management Limited	England and Wales	01/10/2001
DBS Financial Management (Sheffield) Limited	England	08/06/2007
DBS Mortgage Services Limited	England	08/06/2007
Endowment Options Limited	England	08/06/2007
Financial Options Services Limited	England	08/06/2007
FP (Portfolio) Nominees Limited	England and Wales	01/10/2001
FP Finance plc	England and Wales	01/01/2007
FP Financial Management Limited	England and Wales	01/10/2001
FP Group Limited	England and Wales	01/10/2001
Friars Square (Aylesbury) Management Limited	England and Wales	01/10/2001
Friends Milestones Limited	England and Wales	01/10/2001
Friends Provident (London & Manchester) Assurance Limited	England and Wales	01/10/2001
Friends Provident First Call Limited	England and Wales	01/10/2001
Friends' Provident Life Office	United Kingdom	26/05/2005
Friends' Provident Linked Life Assurance Limited	England and Wales	01/10/2001
Friends' Provident Managed Pension Funds Limited	England and Wales	01/10/2001
Friends Provident Pension Solutions Direct Limited	England and Wales	01/10/2001
Friends Provident Pensions Services Limited	England and Wales	01/10/2001
Friends Provident The Blue Line Limited	England and Wales	01/10/2001
Friends Provident Trustees Limited	England and Wales	01/10/2001
Halco 60 Limited	England	08/06/2007
Ibis (310) Limited	England	08/06/2007
Investment Options Management Limited	England	08/06/2007
Jetsolid Limited	England and Wales	01/10/2001
John Gordon Walton (Financial Management) Limited	United Kingdom	14/05/2007
London and Manchester (Commercial Mortgages) Limited	England and Wales	01/10/2001
London and Manchester (Mortgages) (No 7) Limited	England and Wales	01/10/2001

Diana Monger

Directorships Report

Company Name	Country	Appointed
London and Manchester Group Limited	England and Wales	01/10/2001
London Capital Holdings Limited	England and Wales	01/10/2001
London Midland Associated Properties Limited	England and Wales	01/10/2001
Precis (1994) Limited	England and Wales	01/10/2001
PTC Actuarial Services Limited	England	08/06/2007
Regional Properties Limited	England and Wales	01/10/2001
Regional Properties Management Limited	England and Wales	01/10/2001
Securitisd Endowment Contracts Limited	England	08/06/2007
SEP Marketing Limited	England	08/06/2007
Sesame Desktop Services Limited	England	08/06/2007
Sesame Desktop Solutions Limited	England	08/06/2007
Sesame Investment Services Limited	England	08/06/2007
Sesame Mortgage Services Limited	England	08/06/2007
Sesame Network Limited	England	08/06/2007
St Christopher's Place Limited	England and Wales	01/10/2001
The Growth Fund Limited	England and Wales	01/10/2001
The IFA Training School Limited	England	08/06/2007
The Land and House Property Corporation Limited	England and Wales	01/10/2001
The Pre-Retirement Education Programmes Limited	England	08/06/2007
United Kingdom Temperance and General Provident Institution	England and Wales	01/10/2001

Past Directorships

Company Name	Country	Appointed	Resigned
Castle Mall (Norwich) Management Limited	England and Wales	01/10/2001	11/05/2004
FP Business Holdings Limited (In liquidation)	England and Wales	01/10/2001	01/03/2005
FP Financial Management Group Services Limited	England and Wales	01/10/2001	06/03/2007
Friends Provident Administration Services Limited (In liquidation)	England and Wales	24/10/2003	19/05/2004
Friends Provident Cash Management Limited	England and Wales	01/10/2001	13/03/2007
Friends Provident Financial Planning Limited	England and Wales	01/10/2001	29/04/2003
Friends Provident Group Limited	England and Wales	01/10/2001	29/04/2003
Friends Provident International Limited	England and Wales	01/10/2001	14/03/2006
Friends Provident Stakeholder Pensions Limited	England and Wales	01/10/2001	27/05/2003
Friends Provident Will and Probate Services Limited	England and Wales	01/10/2001	29/04/2003
Gracechurch Securities Limited	England and Wales	01/10/2001	27/01/2004
Hemkip Limited (in member's voluntary liquidation)	England and Wales	01/10/2001	01/12/2005
Ibex (Residential Holding) Limited	England and Wales	01/10/2001	29/04/2003
Ibex Commercial & Industrial Properties Limited	England and Wales	01/10/2001	29/04/2003
Ibex Developments (Vauxhall) Limited	England and Wales	01/10/2001	29/04/2003
Ibex Properties (City) Limited	England and Wales	01/10/2001	29/04/2003
Ibex Properties (Ealing) Limited	England and Wales	01/10/2001	29/04/2003
Ibex Properties (St James) Limited	England and Wales	01/10/2001	29/04/2003
Lion Walk (Colchester) Management Limited	England and Wales	01/10/2001	24/07/2007
Lonmanpen Limited	England and Wales	01/10/2001	11/05/2004
Lookpoll Limited	England and Wales	01/10/2001	29/04/2003
Nextdeal Limited	England and Wales	01/10/2001	01/06/2004
Regional Assets Limited	England and Wales	01/10/2001	01/06/2004
Seedcorn Capital Limited	England and Wales	01/10/2001	01/06/2004
SFM Holdings Limited (in member's voluntary liquidation)	England and Wales	01/10/2001	01/12/2005
Thorpeness Limited	England and Wales	01/10/2001	11/05/2004

281909 / 20

THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION OF
THE ASSET HUB NOMINEES LIMITED

- 1 The Company's name is **THE ASSET HUB NOMINEES LIMITED**.
- 2 The Company's registered office is to be situated in England and Wales
- 3 The Company's objects are -
 - (1) To act as Nominee or Agent or Attorney, either solely or jointly with others, for any person or persons, Company, Corporation, Government, State or Province, or for any other Municipal or other authority or Public Body
 - (2) To hold in trust, and whether solely or jointly with others as trustee for or Nominee of any person or persons, Company, Corporation, Government, State or Province, or any Municipal or other Authority or Public Body, and deal with, manage and turn to account, any real or personal property of any kind and in particular Shares, Stocks, Debentures, Securities, Policies, Monies, book debts, claims and choses in action, lands, buildings hereditaments, business concerns and undertakings, mortgages, charges, annuities, patents, licences, and any interest in real or personal property and any claims against such property or against any person or Company or Corporation
 - (3) To procure the Company to be registered or recognised in any Country or place and to obtain any provisional Order or Act of Parliament, or any enactment, decree or other legislative or executive act, of any Empire, Kingdom, State, Colony, Municipality or other Authority for enabling the Company to carry any of its objects into effect or for effecting any alteration or modification of the Company's constitution
 - (4) To pay all expenses of and incidental to the formation and establishment of the Company
 - (5) To do all or any of the above things in any part of the world, and either as Principals, Agents, Contractors or otherwise, and either alone or in conjunction or in partnership with others, and either by or through Agents, Sub-contractors, Trustees or otherwise
 - (6) To distribute any of the assets of the Company among the Members in specie
 - (7) To do all such other things 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 Company's share capital is £1,000,000 (£1 million) divided into 1,000,000 shares of £1 each

I, the subscriber to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum and I agree to take the number of shares shown opposite my name

Name and Address
of Subscribers

Number of shares
taken by the
Subscriber

Diana Monger for and on behalf of
FP Group Limited
Pixham End
Dorking
Surrey
RH4 1QA

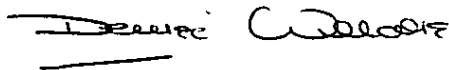
One



D Monger

Dated the 26th day of September 2007

Witness to the above signature -



D Williams
Pixham End
Dorking
Surrey
RH4 1QA

Chartered Secretary

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- OF -

THE ASSET HUB NOMINEES LIMITED

1 Regulations 1985 (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 and 73 to 80 (inclusive) in Table A shall not apply to the Company.

SHARE CAPITAL

3 Sections 89(1) and 90(1) to (6) (inclusive) of the Act, in their application to allotments by the Company of equity securities, are hereby excluded.

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.

APPOINTMENT OF DIRECTORS

5 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 office.

6 The directors may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.

7 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

8 The removal of a director under article 5 or 7 shall be without prejudice to any claim the director may have for breach of any contract of service between him and the Company

9 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

INTERESTS OF DIRECTORS

10 A director who has duly declared his interest (so far as he is required to do so) may 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 be counted, and whether or not he does, his presence at the meeting shall be taken into account in calculating the quorum. Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company

TELEPHONE MEETINGS

11 Subject to the provisions of the Act, if the directors communicate with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion notwithstanding they (or one or more of them) are not physically present in the same place then, for the purpose of these articles, each director participating in the communication shall be deemed to be present at a meeting with each other director so participating as well as with any director who is present with any such director in person and the proceedings between those directors shall be deemed to be proceedings at a meeting of directors

DIVIDENDS

12 The directors shall not recommend any dividend or make or pay any dividend or other distribution other than out of the profits that are available for distribution from the profit and loss account of the Company

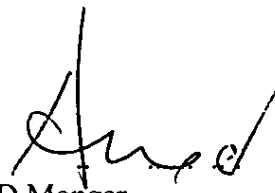
INDEMNITY

13 Subject to the provisions of the Act, 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 liability, loss or expenditure incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted to be done by him as an officer or auditor of the Company and in which judgment is given in his favour or in which he is acquitted, or incurred in connection with any application in which relief is granted to him by the court from liability in respect of any such act or omission or from liability to pay any amount in respect of any such act or omission or from liability to pay any amount in respect of shares acquired by a nominee of the Company. The directors may purchase and maintain insurance at the expense of the Company for the benefit of any director or other officer or auditor of the Company against any liability which may attach to him or

loss of expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director, officer or auditor. The directors may authorise directors of companies which are subsidiaries of the Company to purchase and maintain insurance at the expense of the Company for the benefit of any director, other officer or auditor of such company in respect of such liability, loss or expenditure. Regulations 118 in Table A shall not apply to the Company.

Name, Address and Description of Subscriber

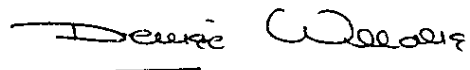
Diana Monger
Director
for and on behalf of
FP Group Limited
Pixham End
Dorking
Surrey
RH4 1QA



D Monger

Dated the 26th day of September 2007

Witness to the above Signature -



D Williams
Pixham End
Dorking
Surrey
RH4 1QA

Chartered Secretary