

**FILE COPY**



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

Company No. 6412920

The Registrar of Companies for England and Wales hereby certifies that  
**PANTHEON TAX 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 30th October 2007



\*N06412920B\*



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

PANTHEON TAX SOLUTIONS LIMITED

I,

DIANA MOUNGER

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 1QA

Day Month Year

on

25 10 2007

● Please print name

● before me

ANGUS STORAN

Signed



Date

25-10-2007

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

DIANA MOUNGER, FRIENDS PRODUCE P/LC

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

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

FRIDAY



\*LXSDLU46\*

LD4

26/10/2007

265

COMPANIES HOUSE

**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

6412920

PANTHEON TAX SOLUTIONS LIMITED

### Proposed Registered Office

(PO Box numbers only, are not acceptable)

Pixham END

Post town

## DORKING

County / Region

SURREY

Postcode

RH4 IQA

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

5

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 10A 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



LD4

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COMPANIES HOUSE

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**Company Secretary** (See notes 1-5)

Company name

Name \* Style / Title

\* Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

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

\* Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

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

Post town

County / Region

Postcode

Country

Day Month Year

Date of Birth

Nationality

Business occupation

Other directorships

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

Consent  
signature

Date

BLUEPRINT

2000

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

<b>Name</b>	<b>* Style / Title</b>	<input type="text"/>	<b>* Honours etc</b>	<input type="text"/>
<b>* Voluntary details</b>	<b>Forename(s)</b>	<input type="text" value="DIANA"/>		
	<b>Surname</b>	<input type="text" value="MONGER"/>		
	<b>Previous forename(s)</b>	<input type="text"/>		
	<b>Previous surname(s)</b>	<input type="text"/>		
<b>Address</b>	<input type="text" value="OFFIELD HOUSE, VERDLEY PLACE,"/>			
<b>Usual residential address</b>	<input type="text" value="FERNHURST"/>			
For a corporation, give the registered or principal office address	<b>Post town</b>	<input type="text" value="HASLEMERE"/>		
	<b>County / Region</b>	<input type="text" value="SURREY"/>	<b>Postcode</b>	<input type="text" value="GU27 3ER"/>
	<b>Country</b>	<input type="text" value="ENGLAND"/>		
	<b>Date of Birth</b>	<input type="text" value="1"/> <input type="text" value="5"/> <input type="text" value="1"/> <input type="text" value="1"/>	<input type="text" value="1"/> <input type="text" value="9"/> <input type="text" value="5"/> <input type="text" value="7"/>	<b>Nationality</b> <input type="text" value="BRITISH"/>
	<b>Business occupation</b>	<input type="text" value="COMPANY SECRETARY"/>		
	<b>Other directorships</b>	<input type="text" value="SEE ATTACHED LIST"/>		
	<input type="text"/>			
	I consent to act as director of the company named on page 1			
<b>Consent signature</b>	<input type="text" value="Anne"/>	<b>Date</b>	<input type="text" value="24/10/07"/>	

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

## 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

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

<b>Name</b>	<b>* Style / Title</b>	<input type="text"/>		<b>* Honours etc</b>	<input type="text"/>
<b>* Voluntary details</b>	<b>Forename(s)</b>	<input type="text" value="JAMES CHRISTOPHER"/>			
	<b>Surname</b>	<input type="text" value="LABERRY"/>			
	<b>Previous forename(s)</b>	<input type="text"/>			
	<b>Previous surname(s)</b>	<input type="text"/>			
	<b>Address</b>	<input type="text" value="HAREFIELD HOUSE, SWINDON LANE"/>			
<b>Usual residential address</b>		<input type="text" value="KIRBY OVERBLOW"/>			
For a corporation, give the registered or principal office address	<b>Post town</b>	<input type="text" value="HARROGATE"/>			
	<b>County / Region</b>	<input type="text" value="NORTH YORKSHIRE"/>	<b>Postcode</b>	<input type="text" value="HG3 1HH"/>	
	<b>Country</b>	<input type="text" value="ENGLAND"/>			
		<b>Day</b>	<b>Month</b>	<b>Year</b>	
	<b>Date of Birth</b>	<input type="text" value="01"/>	<input type="text" value="04"/>	<input type="text" value="1970"/>	<b>Nationality</b> <input type="text" value="BRITISH"/>
	<b>Business occupation</b>	<input type="text" value="COMPANY DIRECTOR"/>			
	<b>Other directorships</b>	<input type="text" value="SEE ATTACHED LIST"/>			
		<input type="text"/>			
	I consent to act as director of the company named on page 1				
	<b>Consent signature</b>	<input type="text" value="J. Laberry"/>			<b>Date</b> <input type="text" value="04/10/07"/>

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**

## Notes:

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

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

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- 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)

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

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- 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 25/10/2002

#### 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 Asset Hub Nominees Limited	United Kingdom	03/10/2007
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 25/10/2002

#### 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
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	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
Securitised 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 Asset Hub Nominees Limited	United Kingdom	03/10/2007
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

# James Christopher Kaberry

## Directorships Report

### All Directorships Held As At and After 25/10/2002

#### Person Details

Name James Christopher Kaberry  
QuickRef JCK  
Occupation Company Director  
Nationality British  
Date of Birth 01/04/1970

#### Addresses

Home	Work
Harefield House Swindon Lane Kirby Overblow Harrogate North Yorkshire HG3 1HH England	

#### Directorships

Company Name	Country	Appointed
Fraser Anderson and Partners Limited	United Kingdom	14/07/2000
Friends Provident Distribution Holdings Limited	United Kingdom	25/07/2007
Pantheon Asset Management Limited	United Kingdom	28/01/2003
Pantheon Financial Consulting Limited	United Kingdom	21/12/2001
Pantheon Financial Limited	United Kingdom	08/10/2001
Pantheon Financial Management Limited	United Kingdom	12/12/2003
Pantheon Investments Limited	United Kingdom	08/10/2002
Quadrant Caldwell Drake Limited	United Kingdom	26/06/2007
Unitas Investments Limited	United Kingdom	18/03/2003

**THE COMPANIES ACTS 1985 TO 1989**

**PRIVATE COMPANY LIMITED BY SHARES**

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**MEMORANDUM AND ARTICLES OF ASSOCIATION**

**- of -**

**PANTHEON TAX SOLUTIONS LIMITED**

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LD4

\*LXSDMU47\*

26/10/2007

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COMPANIES HOUSE

283258/20

**THE COMPANIES ACTS 1985 TO 1989****PRIVATE COMPANY LIMITED BY SHARES****MEMORANDUM OF ASSOCIATION OF****PANTHEON TAX SOLUTIONS LIMITED**

- 1 The Company's name is **PANTHEON TAX SOLUTIONS LIMITED**.
- 2 The Company's registered office is to be situated in England and Wales
- 3 The Company's objects are -
  - (a) To act as financial and investment consultants and advisers, including but not limited to the provision of investment advice relating to tax, to carry on all or any of the businesses of arranging deals in investments, making arrangements for transactions and all administrative and custodial responsibilities, including but not limited to, providing management, administrative and financial services of every description to other companies, firms and persons whether or not subsidiary of or associate to the Company, to act as a service company and provide accounting, secretarial, investment, data processing and office services, staff, equipment, publications, transport and all services as may be required for the running of any office or business or for the conduct of any profession, trade, industry or commercial enterprise, transfer and proxy agents, secretaries, trustees, nominees, executors, administrators of estates and the general business of a trust company,, to carry on all or any of the business of financiers for the promotion of the sale for cash or on credit, or the supply under hire purchase agreements, easy payments systems or otherwise, of goods, wares, produce and merchandise of every description, company promoters, bill discounters, fund managers, to give guarantees or supply security for the payment of money or the performance of any obligations or undertakings, to act as a holding company, to carry on all or any of the business of mortgage brokers, insurance brokers, finance brokers, commodity brokers and dealers, commission agents and importers and exporters of goods, wares, produce and merchandise of every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises, to act as general business consultants and market research specialists, experts and advisers in business, office and other systems and costs analysis, efficiency techniques, marketing and sales promotion
  - (b) To carry on business as a general commercial company

- (c) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company
- (d) 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
- (e) 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, trademarks, 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
- (f) 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
- (g) 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
- (h) To invest and deal with the monies 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
- (i) 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)

- (j) 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
- (k) 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
- (l) 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
- (m) 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
- (n) 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
- (o) 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
- (p) 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

- (q) 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
- (r) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts
- (s) 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
- (t) 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
- (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 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, 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

- (v) Subject to and in accordance with a due compliance with the provisions of Section 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
- (w) To distribute among the Members of the Company in kind any property of the Company of whatever nature
- (x) To procure the Company to be registered or recognised in any part of the world
- (y) 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
- (z) 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 so that:-**

- (1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects 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) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company
- (3) 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
- (4) 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

- (5) The liability of the members is limited
- (6) The Company's share capital is £10,000,000 (£10 million) divided into 10,000,000 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

---

James Christopher Kaberry for and on behalf of  
Pantheon Financial Limited  
Pixham End  
Dorking  
Surrey  
RH4 1QA

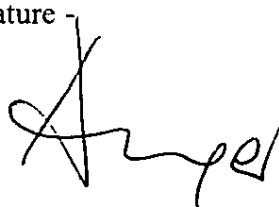
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J C Kaberry

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Dated the 24<sup>th</sup> day of October 2007

Witness to the above signature



D Monger  
Pixham End  
Dorking  
Surrey  
RH4 1QA

Chartered Secretary

## **THE COMPANIES ACTS 1985 TO 1989**

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### **COMPANY LIMITED BY SHARES**

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#### **ARTICLES OF ASSOCIATION**

**- OF -**

#### **PANTHEON TAX SOLUTIONS LIMITED**

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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

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James Christopher Kaberry  
Director  
for and on behalf of  
Pantheon Financial Limited  
Pixham End  
Dorking  
Surrey  
RH4 1QA

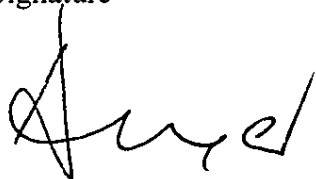
  
J C Kaberry

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Dated the 21<sup>st</sup> day of October 2007

Witness to the above Signature -

D Monger  
Pixham End  
Dorking  
Surrey  
RH4 1QA



Chartered Secretary