

FILE COPY



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

Company No. 5510572

The Registrar of Companies for England and Wales hereby certifies that  
PM FINANCE (UK) 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 18th July 2005



\*N05510572C\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —



Companies House

for the record

12

Please complete in typescript,  
or in bold black capitals.

CHWP000

## Declaration on application for registration

Company Name in full

PM FINANCE (UK) LIMITED

I, PATRICIA MILLER (Ms)

of 482 TEVIOT STREET, POPLAR LONDON E14 6QU

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † ~~Solicitor engaged in the formation of the company~~ person named as director ~~or secretary~~ of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985 and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

*Patricia Miller*

Declared at

MARSHALL & MASON

Day Month Year

On 12 07 2005

● Please print name.

before me ●

DAVID LAYED (SOLICITOR) -

Signed

*David Layed*

Date

12.7.05

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

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

MARSHALL & MASON SOLICITORS  
COMMISSIONERS FOR OATHS

63 THE BROADWAY  
LONDON E15 4BQ

DX number

TEL 0208 555 999



A06

\*A001X6Y0\*

0375

14/07/05

COMPANIES HOUSE

Form 157/05

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  
or LP - 4 Edinburgh 2



**Companies House**

*for the record*

Please complete in typescript,  
or in bold black capitals.

CHWP000

Notes on completion appear on final page

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

RJS LTA  
**10**

**M**

**Company Name in full**

SS10S72

PM FINANCE (UK) LIMITED

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

482 TEVIOT STREET

Post town

POPLAR

County / Region

LONDON

Postcode

E14 6QU

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.

☐ N/A

**Agent's Name**

**Address**

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact  
information in the box opposite but if  
you do, it will help Companies House  
to contact you if there is a query on  
the form. The contact information  
that you give will be visible to  
searchers of the public record

**Tel**

**DX number**

**DX exchange**

The



A06  
COMPANIES HOUSE

\*A00146YZ\*

0376  
14/07/05

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or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh  
or LP - 4 Edinburgh 2

v 08/02

# Company Secretary (see notes 1-5)

Company name

PM FINANCE (UK) LIMITED

NAME \*Style / Title

MR

\*Honours etc

\* Voluntary details

Forename(s)

NORBERT

Surname

HARDY

Previous forename(s)

N/A

Previous surname(s)

N/A

Address ††

60 WOODRUSH WAY

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Post town

ROMFORD

County / Region

ESSEX

Postcode

RM6 5BL

Country

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

Consent signature

Norbert Hardy.

Date

12.07.2005

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

Ms

\*Honours etc

Forename(s)

PATRICIA

Surname

MILLER

Previous forename(s)

N/A

Previous surname(s)

N/A

Address ††

482 TEDIOT STREET

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Post town

POPLAR

County / Region

LONDON

Postcode

E14 6QU

Country

UK

Day Month Year

Date of birth

20 04 1970

Nationality

Jamaican

Business occupation

Chartered Accountant

Other directorships

N/A

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

Consent signature

Miller

Date

12-07-05

## Directors (see notes 1-5)

Please list directors in alphabetical order

<b>NAME</b>	<b>*Style / Title</b>		<b>*Honours etc</b>							
<b>* Voluntary details</b>	<b>Forename(s)</b>									
	<b>Surname</b>									
	<b>Previous forename(s)</b>									
	<b>Previous surname(s)</b>									
<b>†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.</b>	<b>Address ††</b>									
	<b>Post town</b>									
	<b>County / Region</b>		<b>Postcode</b>							
	<b>Country</b>									
	<b>Date of birth</b>	<table><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td><input type="text"/></td><td><input type="text"/></td><td><input type="text"/></td></tr></table>	Day	Month	Year	<input type="text"/>	<input type="text"/>	<input type="text"/>	<b>Nationality</b>	
Day	Month	Year								
<input type="text"/>	<input type="text"/>	<input type="text"/>								
	<b>Business occupation</b>									
	<b>Other directorships</b>									
	I consent to act as director of the company named on page 1									
	<b>Consent signature</b>		<b>Date</b>							

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

*Amiller*

Date

12-07-05

Signed

Date

Signed

Date

Signed

Date

Signed

Date

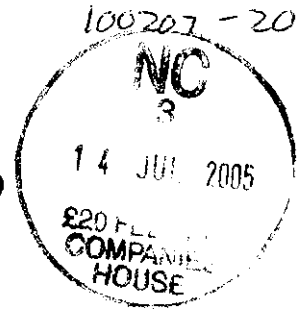
Signed

Date

Signed

Date

The Companies Acts 1985 and 1989



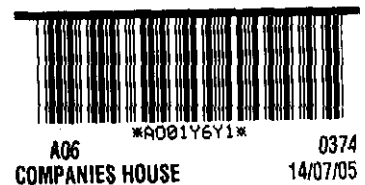
COMPANY LIMITED BY SHARES

5452

## Memorandum of Association

OF

**PM FINANCE (UK) LIMITED**



1. The Company's name is "PM FINANCE (UK) LIMITED"
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
  - A. To operate a Financial services centre comprising of investments, finance, properties using human Resources, Material resources in credit repair of clients and the distribution, marketing of financial services of all kinds and also to engage in the business of procurement, Data warehousing, Project management of Financial Products and Work and all similar and related business for the purpose of achieving optimal and maximum profitable end to all the resources employed.
  - B. To carry on any other trade or business, which can in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above business or the general business of the company.
  - C. To purchase, take on lease or in exchange, hire or otherwise acquire for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patents rights, licenses, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purpose of or in connection with the Company's business or any branch of department thereof.
  - D. To erect, construct, enlarge, alter and maintain roads, railways, tramways, siding, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient to or subsidize the erection, construction and maintenance of any of the above.

- E. To borrow or raise or secure the payment of money for the purpose of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the to become a member of any building society.
- F. To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be brought fit, debentures or debenture stock, either permanently or redeemable or repayable, and collaterally or further to secure any securities of the company by a trust deed or other assurance.
- G. To make advances to customers and others with or without security, and upon such terms as the company may approve, and to guarantee the liabilities, obligations and contracts of any other person, firm or company whether a customer of the company or otherwise, and the dividends, interest and capital the shares, stocks or securities of any company of or in which this company is a member or is otherwise interested.
- H. To receive money on deposit or loan upon such terms as the company may approve, and generally may approve, and generally to act as bankers for customers and others.
- I. To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the company or of any body corporate which is or has been a subsidiary of the company or a predecessor in business of the company or of any such subsidiary or to the dependants or any member of the family of such persons, and to contribute to any fund and pay premiums for the purchase or provision of any such benefit and to establish and support, or to aid in the establishment and support of any schools any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated advance the interests of the company or of the officers of or persons employed by the company or any such subsidiary.
- J. To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiate instruments.
- K. To invest and deal with the moneys of the company not immediately required for the purposes of the business of the company in or upon such investments and n such manner as may from time to time be determined.
- L. To pay for any property or rights acquired by the company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special

rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the company has power to issue or partly in one mode and partly in another and generally on such terms as the company may determine.

- M. To accept payment for any property or rights sold or otherwise disposed of or dealt with by the company either in cash by installments or otherwise or in fully or partly paid-up shares or stock of any company or corporation with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the company may determine and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- N. To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this company or which is capable of being carried on so as directly or indirectly to benefit this company, and to acquire and hold, sell, deal with or dispose of any shares, stocks or securities of or other interests in any such company, any to guarantee the contracts or liabilities of, subsidize or otherwise assist any such company.
- O. To purchase or otherwise acquire, take over and undertake all or any part of the business, property, Liabilities and transactions of any person, firm or company carrying on any business which this company is authorized to carry on, or the carrying on of which is calculated to benefit this company or to advance its interests, or possessed of property suitable for the purposes of the company.
- P. To sell, improve, manage, develop, turn to account, exchange, let or rent, royalty, share of profits or otherwise, grant licenses, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the company for such consideration as the company may think fit.
- Q. To distribute among the members in specie any property of the company or any proceeds of sale or disposal of any property of the company, but so that no distribution amounting to a reduction of capital is made except with the sanction (if any) for the time required by law.
- R. To do all or any of the above things in any part of the world, and either as principals, agents, trustees, Contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.



- S. To carry on business as importers and exporters of all kinds of goods either raw materials or finished products including building materials, cars, spare parts, foodstuffs, home appliances, textile materials, oil and all kinds of minerals and general goods , plants machinery and equipment.
- T. To operate all types of transport services for the conveyance of passengers, goods, livestock and other things capable of being carried in such areas as company may from time to time determine.
- U. To do all such other things as are incidental or conducive to the above objects or any of them.

**And it is hereby declared that:-**

- (A) the word "company" in this Clause, except where used in reference to this company , shall be deemed to include any partnership or other body of persons, whether corporate or unincorporated, and whether incorporated ,registered, resident or domiciled in the United Kingdom or elsewhere, and
  - (B) the objects of the Company specified in each of the foregoing paragraphs of this Clause shall be distinct and separate objects of the company and shall be no way limited by reference to any other paragraphs hereof or to the order in which the same occur, but shall be construed in as wide a sense as possible as if each of the said paragraphs defined the objects of a separate and distinct company.
- 4. The liability of the members is limited.
  - 5. The Company's share capital is £1 million divided into one million ordinary 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.

---

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NAME AND ADDRESS OF SUBSCRIBER

Numbers of  
Shares taken  
By each  
Subscriber

---

1. Ms PATRICIA MILLER  
482 TEVIOT STREET  
POPLAR  
LONDON E14 6QU

*Miller*

1

---

Dated this 12<sup>th</sup> day of July 2005

Witness to the above Signature:-

Signature.....

Name.....CHUKWUMA EMELE

Address.....46 THORNE CLOSE

CANNING TOWN

LONDON E16 1LP

.....

.....

**The Companies Act 1985 and 1989**

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**COMPANY LIMITED BY SHARES**

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**ARTICLES OF ASSOCIATION**

**OF**

**PM FINANCE (UK) LIMITED**

1. Subject as hereinafter provided, the regulations contained or Incorporated in Table A in The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall Apply to the company.
2. Regulations 8,64,76,77 and 113 of Table A shall not apply to the company.
3. The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.
4. At the date of the adoption of these Articles the capital of the company is £1 million divided into 1 million ordinary shares of £1.00 each.
5. (a) The Directors may subject to Article 6 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the company to such persons and generally on such terms and conditions as the Directors think proper.  
  
(b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 6 hereof and shall extend to the amount of the authorized share capital upon its incorporation. The said authority will expire on 30th September 2008 unless renewed, varied or revoked by the company in general meeting in accordance with section 80 or section 80A of the Act.

(c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the company to be allotted after the expiry of such authority.

6. (a) Subject to any direction to the contrary that may be given by the company in general meeting all shares authorized pursuant to Article 5 hereof to be allotted shall be offered to the member in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the directors may, subject to these articles, allot or otherwise dispose of the same to such persons and upon such terms as think most beneficial to the company. The Directors may in like manner dispose of any such shares as Aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the director be conveniently offered in manner hereinbefore provided.

(b) By virtue of section 91(1) of Companies Act 1985, sections 89(1) and 90(1) to 90(6) inclusive of that Act shall not apply to the company.

7. The company shall have a first and paramount lien on every Share (whether or not it is fully paid share) for all moneys (Whether presently payable or not) called or payable at a fixed Time in respect of that share and the company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely Or not one two or more joints holders for all moneys presently Payable by him or his estate to the company; but the Directors May at any declare any share to be wholly or in part exempt From the provisions of this Article. The company's lien (if any) On any share shall extend to all dividends payable thereon.
8. The Directors may, in their absolute discretion and without assigning any reason thereof, decline to register any transfer of any share, whether or not it is a fully paid share. The first sentence of regulation 24 of Table A shall not apply to the company.
9. In accordance with section 372(3) of the companies Act 1985 in every notice calling a general meeting of the company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the company. Regulation 38 of Table A shall be modified

accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company.

10. In Regulation 41 of Table A there shall be added at the end: "If any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall dissolved".
11. Unless and until the company in general meeting shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and so long as there is a sole director he may exercise all the powers and authorities vested in the directors by these Articles and by Table A and Regulation 89 of Table A shall be modified accordingly. The first Directors of the company shall be named in the Statement delivered to the Registrar of companies pursuant to Section 10 of the companies Act 1985.
12. The company shall not be subject to section 293 of the Companies Act 1985, and accordingly any person may be  
Appointed or elected as a Director, whatever his age no Director shall be required to vacate his office of Director  
by reason of his attaining or having attained the age of Seventy years or any other age.
13. No person other than a Director retiring by rotation shall be elected a Director at any general meeting unless-
  - (i) he is recommended by the Directors; or
  - (ii) not less than fourteen nor more than thirty-five days before the date of the meeting a notice in writing signed by a member qualified to vote at the meeting has been given to the company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.
14. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the company and at all separate general meetings of the holders of any class of shares in the capital of the company.

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**NAME AND ADDRESS OF SUBSCRIBER**

---

1. Ms PATRICIA MILLER  
482 TEVIOT STREET  
POPLAR  
LONDON E14 6QU

*Miller*

---

**Dated this 12th day of July 2005**

**Witness to the above Signatures:-**

**Signature:**.....*Chukwuma Emele*.....

**Name:**.....CHUKWUMA EMELE.....

**Address:**.....46 THORNE CLOSE.....

.....CANWING TOWN.....

.....LONDON E16 1LP.....