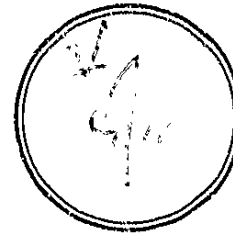


No of Company

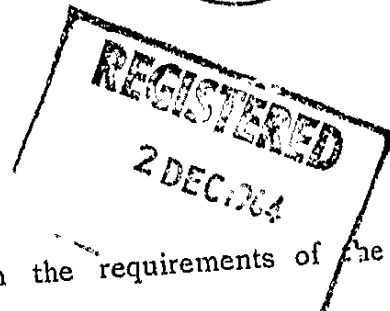
829660

Form No. 41.

THE COMPANIES ACT, 1948.



A 5/- Companies' Registration Fee Stamp must be impressed here.



DECLARATION OF COMPLIANCE with the requirements of the Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of
Company

O'Connor & Company (Insurance)
LIMITED.

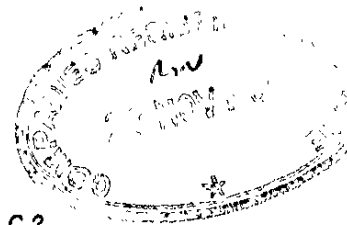
Presented for registration by

3-11, PINE STREET,
LONDON, E.C.1.

CHAS. DAVY & CO., LTD.,
Company Printers & Registration Agents.

Head Office and Works:
3-11, PINE STREET, LONDON, E.C.1.
Telephone: TERMINUS 6267 (Four lines)

City Branch:
11, Basinghall Street, E.C.2.



I, Jerence O'Connor
of 16, Coniseton Ave,
Northampton.

Do solemnly and sincerely declare that I am (a)

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland
"A Solicitor") "en-
"gaged in the for-
"mation or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary."

A person named in the Articles of
Association as a Director (b)

of O'Connor & Company (Insurances)

Limited, and that all the requirements of the Companies Act, 1948, in
respect of matters precedent to the registration of the said Company and
incidental thereto have been complied with, and I make this solemn
Declaration conscientiously believing the same to be true and by virtue of
the provisions of the "Statutory Declarations Act 1835."

Declared at

Northampton

the

19th day of November 1964

Before me

J. V. Corlies, Justice of the Peace.

A Commissioner for Oaths. [or a Notary Public or
Justice of the Peace.]

This margin is reserved for binding and should not be written across.

829660
No. of Company.....

Form No. 25

THE STAMP ACT, 1891
(54 & 55 Vic, Ch. 39).

COMPANY LIMITED BY SHARES.



Statement of the Nominal Capital

OF

O'Connor & Company (Insurance)
LIMITED

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and by Section 41 of the Finance Act, 1933.

NOTE:—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered.

Presented for registration by

2-11, PINE STREET
LONDON, E.C.1.

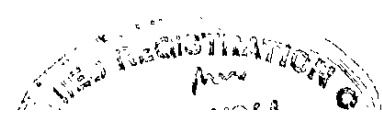
CHAS. DAVY & CO., LTD.,
Company Printers & Registration Agents

Head Office and Works:

3-11, PINE STREET, LONDON, E.C.1.
Telephone: TERMINUS 6267 (Four lines).

City Branch:

11, MASONS AVENUE, BASINGHALL STREET, E.C.2



THE NOMINAL CAPITAL

OF

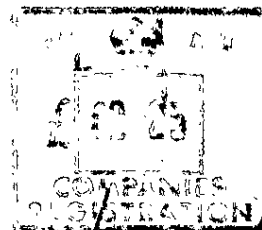
.....
.....
..... *O'Connor & Company (Insurance)* Limited,
is £. *1000* divided into *One thousand*
Shares of *One Pound* each.

*Signature..... *Walter O'Connor*
.....
Officer..... *Secretary*

Dated the *Eighteenth* day of *November* 19*64*

.....
*This Statement should be signed by an Officer of the Company.

NOTE—This margin is reserved for binding and must not be written upon.



829660

3



COMPANY LIMITED BY SHARES.



Memorandum of Association

OF

O'Connor & Company (Insurances) Limited

1. The name of the Company is "O'CONNOR & COMPANY (INSURANCES) LIMITED."
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:—
 - (A) To carry on business as insurance brokers and agents in respect of all classes of insurance, including aviation and aircraft risks of all kinds; fire, marine, life, accident, burglary, employers liability, indemnity, motor, plate glass, livestock, fidelity and engineering insurances, and to act as estate agents, business and general transfer agents, surveyors, assessors, valuers, and salvage and average adjusters.
 - (B) To advance and borrow money, negotiate loans, and lend money for any purpose or object, with or without security, including the lending of money to finance hire-purchase agreements, and to carry on business as bankers, financiers, concessionnaires, commercial agents, mortgage brokers, financial agents and advisers, exporters and importers of and dealers in goods and merchandise of all kinds and merchants generally, and to carry on any other trade or business, whether subsidiary or not, which can in the opinion of the Company be carried on advantageously in connection with any of the trades or businesses aforesaid, or which in the opinion of the Company will enhance the value of any of the Company's property.



- (c) To develop the resources of any property for the time being belonging to the Company in such manner as the Company may think fit.
- (d) To manage, purchase or otherwise acquire, erect, maintain, alter, remove, take on lease or hire lands, houses, buildings, easements, properties, chattels, rights, secret processes, inventions, patents, copyrights, designs and trade marks or all or any of the business, property, machinery and tools and liabilities of any person or company, carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company, and pay for any assets acquired by the Company by shares, debentures, bonds, cash or otherwise, either in this or any other company, whether fully paid or otherwise.
- (e) To form, promote, subsidise and assist companies, syndicates or partnerships of all kinds, and to issue on commission or otherwise underwrite, subscribe for, and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures, or other capital, or securities, or obligations of any such companies, syndicates, or partnerships, and to pay or provide for brokerage, commission, and underwriting in respect of any such issue.
- (f) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions or otherwise, with any person or company carrying on business within the objects of this Company.
- (g) To work, improve, manage, develop, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, and to sell the property, business or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other company.
- (h) To borrow and raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock, mortgages, charges, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) and undertaking, including its uncalled capital.
- (i) To make, draw, accept, indorse, and negotiate bills of exchange, or other negotiable instruments.
- (j) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, and to pay commissions to and remunerate any person or company for services rendered in placing or assisting to place any of the shares in the Company's capital, or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (k) To remunerate or make donations to any person, firm or company rendering services to this Company, or as the Company may think conducive to the attainment of any of its objects whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.

- (L) To distribute among the members in specie any property of the Company, or any proceeds of sale, disposal, or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law
- (M) To subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, debentures or debenture stock, or other securities or obligations of any company, and to invest or lend any of the monies of the Company not immediately required for its operation in such manner, with or without security, as the Directors may determine.
- (N) To procure the Company to be registered or recognised in any country or place abroad.
- (O) To act as or employ any person, firm or company to be agents, contractors, managers, trustees, secretaries, or otherwise to arrange such insurances as the Company may deem expedient, to pay all premiums and to assist financially any ex-employees of the Company or their relatives or dependents.
- (P) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

IT IS HEREBY DECLARED that 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 incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed, and it is also hereby declared that the objects specified in each sub-clause of this clause, shall, except when otherwise expressed in such sub-clause, be in no wise limited or restricted by reference to or inference from the terms of any other sub-clause or the name of the Company, and none of the sub-clauses shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £1,000, divided into 1,000 Ordinary Shares of £1 each, with power to increase and to divide the Shares in the Capital for the time being into several classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions.

We, the several persons whose names and addresses and descriptions are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber
<i>Terence O'Leary</i> <i>16 Coniston Avenue, Spring Hill,</i> <i>Northampton.</i> <i>Insurance Broker</i>	<i>Fifty.</i>
<i>Peggy Barbara Burwood.</i> <i>53. Ardington Road.</i> <i>Northampton.</i>	<i>Fifty.</i>

Dated this *18TH* day of *November* 1964

WITNESS to the above signatures:—

Lewis McGibbon.
14, Coniston Ave;
Northampton.

Chartered Accountant.

829660/4

5

The Companies Act, 1948

COMPANY LIMITED BY SHARES.



Articles of Association

OF

O'Connor & Company (Insurances) Limited

REGISTERED
2 DEC 1962

1. Subject as hereinafter provided, the Regulations contained in Part I and Part II of Table "A" in the First Schedule to the Companies Act, 1948, shall apply to this Company.

2. Regulations 24, 53, 75, 79, 84, 88, 96 and 97 of Part I of Table "A" shall not apply to the Company, but the remaining Regulations of Parts I and II of Table "A," subject to the modifications hereinafter expressed, and the clauses hereinafter contained, shall be the Regulations of the Company.

DIRECTORS.

3. Unless and until otherwise determined by the Company in General Meeting the Directors shall not be more than five in number.

4. There may be a sole Director of the Company and any person being such a sole Director may exercise all the powers and discretions for the time being vested in the Directors and Regulation 99 of Part I of Table "A" shall be modified accordingly. A sole Director shall not also be Secretary.

5. The first Director shall be Terence O'Connor. The first Secretary shall be Sheila O'Connor.

6. The Company in General Meeting may by Ordinary Resolution declare that any Director or Directors shall be Permanent Directors of the Company and each of such Directors shall be entitled to hold such office so long as he shall live unless he shall become disqualified through any of the clauses specified in Clause 9 hereof or shall be removed by Ordinary Resolution passed pursuant to Section 184 of the Companies Act, 1948, and accordingly Regulations 89, 90 and 94 of Part I of Table "A," and Clause 8 hereof shall not apply to him, nor shall he be taken into account in determining the number of Directors to retire by rotation.

7. A Director who is abroad or about to go abroad may appoint any person to be an alternate Director during his absence abroad, and such appointment shall have effect, and such appointee whilst he holds office as an alternate Director shall be entitled to notice of Meetings of the Directors, and to attend and vote thereat accordingly; and he shall *ipso facto* vacate office if and when the appointor returns to the United Kingdom or vacates office as a Director, or removes the appointee from office, and any appointment or removal under this Clause shall be effected by notice in writing under the hand of the Director making the same. An alternate Director shall not be required to hold any qualification shares, nor shall he be entitled to any remuneration.

8. The Company may without prejudice to the provision of Section 184 of the Companies Act, 1948 (subject as provided by Clause 6 hereof) by extraordinary resolution remove any Director before the expiration of his period of office, and may by ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In the case of a Managing Director, the provisions of this clause as to removal shall be subject to the terms of any contract between him and the Company.

DISQUALIFICATION OF DIRECTORS.

9. The office of Director shall be vacated if the Director—

- (A) Resigns his office by notice in writing to the Company; or
- (B) Becomes bankrupt or insolvent, or compounds with his creditors;
or
- (C) Is found lunatic or becomes of unsound mind; or
- (D) If he be convicted of an indictable offence, not being an offence under the Road Traffic Acts.

10. Any Director may contract or be interested in any contract or arrangement with the Company, and such contract or arrangement shall not by reason of his position as a Director of the Company be avoided, nor shall such Director be liable, by reason of his position as Director, to account to the Company for any profit made by him arising out of such contract or arrangement. Every Director being interested in any contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest therein in manner as required by Section 199 of the Companies Act, 1948. A Director shall be entitled to vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, after he has disclosed to the Board that he is interested therein. A Director may hold any other office of profit under the Company except that of Auditor, upon such terms and conditions as to remuneration and otherwise as the Directors may arrange.

11. In Regulation 78 of Part I of Table "A" the words "unless the Company otherwise direct," shall be deleted.

GENERAL MEETINGS.

12. The words "one member" shall be substituted for the words "two members" in Regulation 49 of Part I of Table "A."

13. In Regulation 3 of Part II of Table "A," there shall be inserted after the word "passed" the words "an an ordinary resolution."

POLL.

14. One Member may demand a Poll, and Regulation 58 (b) of Part I of Table "A" shall be read accordingly.

BORROWING POWERS.

15. The Directors may from time to time at their discretion borrow from any person or persons (including the Directors) any sum or sums of money for the purposes of the Company, and there shall be no limit to the amount that may be so borrowed.

NOTICES.

16. In every notice calling a 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, and that a proxy need not also be a member.

 NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Terence O'Connor,
 16 Coniston Avenue, Spring Hill,
 Northampton.
 Insurance Broker. /

Peggy Barbara Luskwood.
 53. Ardington Road.
 Northampton.

Housewife.

Dated this *Eighteenth* day of *November* 1964

Witness to the above Signatures—

Lewis McLibbon. ✓

14 Coniston Ave;
 Northampton.

Chartered Accountant.

DUPLICATE FOR THE FILE

No. 829660



Certificate of Incorporation

I Hereby Certify that

O'CONNOR & COMPANY (INSURANCES) LIMITED

is this day incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this SECOND DAY OF DECEMBER

ONE THOUSAND NINE HUNDRED AND SIXTY FOUR.

L.S. Whitfield

Assistant Registrar of Companies.

Certificate
received by

52
LONDON, E.C.2

Date 5 2 DEC 1964

**Return by a company purchasing its own shares****169**

Pursuant to section 169 of the Companies Act 1985

Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering* Insert full name
of company**Note**This return must be
delivered to the
Registrar within a
period of 28 days
beginning with the
first date on which
shares to which it
relates were delivered
to the company§ A private company
is not required to
give this information‡ Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

To the Registrar of Companies

For official use

Company number

--	--	--	--

829660

Name of company

* O'CONNOR + COMPANY (INSURANCES) LIMITED

Shares were purchased by the company under section 162 of the above Act as follows:

Class of shares	ORDINARY		
Number of shares purchased	220		
Nominal value of each share	ONE POUND		
Date(s) on which the shares were delivered to the company	30.11.89		
Maximum prices paid § for each share			
Minimum prices paid § for each share			

The aggregate amount paid by the company for the shares to which this return relates was:

£70,000

Stamp duty payable pursuant to section 66 of the Finance Act 1986 on the aggregate amount at 50p per £100 or part of £100

£ 350

Signed

Designation‡ DIRECTOR

Date 17.1.90

PRINTED AND SUPPLIED BY

JordansJORDAN & SONS LIMITED
21 ST. THOMAS STREET
BRISTOL DV1 6JS
TELEPHONE 0272 230600
TELEX 448719 FAX 0272 230663
DX 78161 BRISTOL
TELECOM GOLD 74 JORD07Presenter's name address and
reference (if any):GRANT THORNTON
ELGIN HOUSE
BILLING ROAD
NORTHAMPTON NN1 5AUFor official Use
General Section

Post room

19 JAN 1990
N/W
£350
008276