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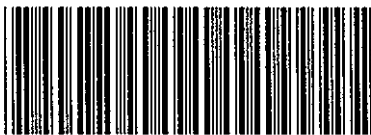
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3596968

The Registrar of Companies for England and Wales hereby certifies that
SWIFT INDEPENDENT FINANCIAL ADVISERS 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 13th July 1998



N03596968X


A. F. FLETCHER

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B



COMPANIES HOUSE

12

Please complete in typescript, or in bold black capitals.

Declaration on application for registration

[Empty box]

Company Name in full

SWIFT INDEPENDENT FINANCIAL ADVISERS LIMITED



I, Clifford Donald Wing, a duly authorised representative of FWL Registrars Limited of 134 Percival Road, Enfield EN1 1QU

† 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

FWL REGISTRARS LIMITED [Signature]

Declared at 285/287, Gray's Inn Road, London, WC1

the Third day of July

One thousand nine hundred and ninety Eight

● Please print name.

before me ● John Howard Harris

Signed

[Signature: John Harris]

Date

3-7-98

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.

REICHMANN & WING LIMITED
134 Percival Road, Enfield, Middlesex
EN1 1QU Tel 0181 363 7387
DX number 36954 DX exchange Winchmore Hill

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 DX 235 Edinburgh for companies registered in Scotland

[Empty box for contact details]



COMPANIES HOUSE

10

Please complete in typescript, or in bold black capitals.

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

[Empty box for directors and secretary information]

Company Name in full



F010001H

SWIFT INDEPENDENT FINANCIAL ADVISERS LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

REGIS HOUSE

134 PERCIVAL ROAD

Post town

ENFIELD

County / Region

MIDDLESEX

Postcode

EN1 1QU

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.

X

Agent's Name

REICHMANN & WING LIMITED

Address

Regis House, 134 Percival Road

[Empty box for address continuation]

Post town

Enfield

County / Region

Middlesex

Postcode

EN1 1QU

Number of continuation sheets attached

[Empty box for number of sheets]

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.

REICHMANN & WING LIMITED

134 Percival Road, Enfield, Middx EN1 1QU

Tel 0181 363 7387

DX number 36954 DX exchange Winchmore Hill

[Empty box for contact information]

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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

Company Secretary (see notes 1-5)

Company name			
NAME *Style / Title		*Honours etc	
* Voluntary details Forename(s)			
Surname	RWL REGISTRARS LIMITED		
Previous forename(s)			
Previous surname(s)			
Address	Regis House, 134 Percival Road		
Usual residential address For a corporation, give the registered or principal office address.			
Post town	Enfield		
County / Region	Middlesex	Postcode	EN1 1QU
Country	UK		
I consent to act as secretary of the company named on page 1			
Consent signature	RWL Registrars Limited	Date	3/7/98

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title		*Honours etc	
Forename(s)			
Surname	BONUSWORTH LIMITED		
Previous forename(s)			
Previous surname(s)			
Address	Regis House, 134 Percival Road		
Usual residential address For a corporation, give the registered or principal office address.			
Post town	Enfield		
County / Region	Middlesex	Postcode	EN1 1QU
Country	UK		
Date of birth	Day	Month	Year
Nationality			
Business occupation			
Other directorships			
I consent to act as director of the company named on page 1			
Consent signature	Bonusworth Limited	Date	3/7/98

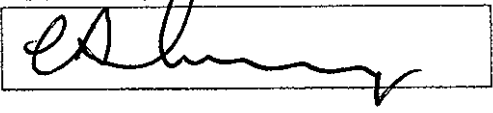
Directors (continued) (see notes 1-5)

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

This section must be signed by

Either

an agent on behalf of all subscribers

Signed  Date 3/7/98

FOR REICHMANN & WING LIMITED

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 _____

10000
T

3596968



COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

SWIFT INDEPENDENT FINANCIAL ADVISERS LIMITED

0070455

1. The name of the Company is:-

0070455

SWIFT INDEPENDENT FINANCIAL ADVISERS LIMITED

2. The Registered Office of the Company will be situate in England and Wales.

3. The objects for which the Company is established are:-

(a) To carry on all or any of the following businesses; Financiers, capitalists, promoters, finance house, discount houses, money-lenders, guarantors, confirming houses, issuing houses, financial and monetary agents, concessionaires, property dealers, insurance brokers, mortgage brokers and principals, underwriters, property managers, rent and debt collectors, depositories, bankers; dealers in land and properties of any estate and tenure and in all kinds of securities whether quoted on an official stock exchange or not; dealers in and agents and brokers in and for all transactions concerned with or related to the acquiring, converting, transferring, exchanging and disposing of and otherwise dealing with currency, whether in cash, negotiable instruments or otherwise; and all transactions affecting commodity futures, options and confirming and guarantee business generally, investment brokers and consultants, executors and trustees of trust funds of all kinds, administrators, liquidators, receivers, nominees, valuers, surveyors, auctioneers, assessors, business transfer agents, land and estate agents, garage and service station proprietors and providers of all kinds of services connected in any way with the transfer of goods and property whether by way of sale or otherwise; to lease and hire out all kinds of vehicles, craft, plant, equipment and other goods of every description whatsoever; to deal in, sell, mortgage or otherwise dispose of all kinds of real and personal property and all rights and interests therein, shares, stock, debentures, obligations, bonds, bills and other securities and currency issued or guaranteed by any company, government, state or other body; to find and place investments; to grant mortgages as principals and make advances and loans of all kinds whether secured or not and to provide instalment and hire-purchase facilities and all like businesses.

(b) To buy, sell, import, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.

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(c) To carry on any other business which may seem to the Board of Directors capable of being carried on conveniently in connection with or as ancillary to any business which the Company is authorised to carry on, or calculated directly or indirectly to benefit the Company, or to enhance the value or render profitable any of the Company's property or rights.

(d) To apply for, purchase or otherwise acquire any patents, licenses, concessions, privileges and like rights, conferring a non-exclusive or exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.

(e) To purchase, take on lease or in exchange, or hire or otherwise acquire any lands, houses, buildings, rights, machinery, plant and any real or personal property or properties and chattels which the Board of Directors may think to be convenient or suitable for any purposes of the Company's business, and to purchase or otherwise acquire all or any of the business, property 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 purposes of the Company, and pay for any assets acquired by the Company in cash or shares, stock, debentures, debenture stock or obligations of the Company, whether fully paid or otherwise, or in any other manner.

(f) To sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property or rights of the Company, and to sell the undertaking of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for cash, shares, debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other Company.

(g) To form, promote, subsidise and assist companies, syndicates and partnerships of all kinds which may be of assistance to the Company for any of the purposes of its business or which may have objects similar wholly or in part to the objects of the Company, whether directly or indirectly, and to subscribe for, and take any shares, stock, debentures, debenture stock or other obligations of any other companies, syndicates and partnerships.

(c) To carry on any other business which may seem to the Board of Directors capable of being carried on conveniently in connection with or as ancillary to any business which the Company is authorised to carry on, or calculated directly or indirectly to benefit the Company, or to enhance the value or render profitable any of the Company's property or rights.

(d) To apply for, purchase or otherwise acquire any patents, licenses, concessions, privileges and like rights, conferring a non-exclusive or exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.

(e) To purchase, take on lease or in exchange, or hire or otherwise acquire any lands, houses, buildings, rights, machinery, plant and any real or personal property or properties and chattels which the Board of Directors may think to be convenient or suitable for any purposes of the Company's business, and to purchase or otherwise acquire all or any of the business, property 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 purposes of the Company, and pay for any assets acquired by the Company in cash or shares, stock, debentures, debenture stock or obligations of the Company, whether fully paid or otherwise, or in any other manner.

(f) To sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property or rights of the Company, and to sell the undertaking of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for cash, shares, debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other Company.

(g) To form, promote, subsidise and assist companies, syndicates and partnerships of all kinds which may be of assistance to the Company for any of the purposes of its business or which may have objects similar wholly or in part to the objects of the Company, whether directly or indirectly, and to subscribe for, and take any shares, stock, debentures, debenture stock or other obligations of any other companies, syndicates and partnerships.

(h) To enter into partnerships or into any arrangement for sharing profits, union of interests, reciprocal concessions, co-operation, or otherwise, with any person or company carrying on a business similar to or which may be conveniently carried on with any business of the Company.

(i) To borrow and raise money without restriction and to secure the same in such manner as may be expedient, and in particular by the issue of debentures or debenture stock, mortgages and charges, perpetual or otherwise charged upon all or any of the Company's undertaking or property, both real and personal, present and future, including its uncalled capital; and for the purposes of or in connection with the borrowing or raising of money by the Company, to become a member of any Building Society.

(j) To make, draw, accept, endorse, negotiate, discount and execute bills of exchange, promissory notes or other negotiable instruments.

(k) To advance and lend money, with or without security, to such persons and upon such terms and subject to such conditions as may seem expedient.

(l) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company and to remunerate any person or company for services rendered in placing or assisting to place any of the shares in the capital of the Company 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.

(m) To amalgamate with any other company with objects all or any of which are similar to the objects of the Company in any manner whatsoever (whether with or without a winding up of the Company).

(n) 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.

(o) To receive money on deposit or loan and to give credit to or guarantee, or become security for the performance of any contract by any person, company or association and to grant instalment, hire-purchase and leasing facilities upon such terms as may seem desirable in the interests of the Company.

(p) To support or subscribe to any charitable object or any institution and to give pensions bonuses, gratuities or assistance to any person who is serving or has served the Company, whether as Director, employee or otherwise, and his family and dependents, to make payments towards insurance, and to establish, form and contribute to provident, superannuation and other similar funds and trusts, associations, clubs, schools and other institutions for the benefit of any such persons aforesaid.

(q) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which seem likely to assist or benefit the Company and to underwrite, subscribe for or otherwise acquire all or part of the shares of any such company as aforesaid.

(r) To invest and deal with any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.

(s) To procure the Company to be registered or recognised in any country or place abroad.

(t) To erect, construct, alter and maintain any plant, machinery, buildings or other structures which may be convenient for the business of the Company.

(u) To remunerate the Directors and employees of the Company and any other persons, companies or firms rendering services to the Company in such manner as may be thought expedient.

(v) To enter into any arrangement with any Government or other authority and to obtain from any such body all rights, concessions and privileges which may seem conducive to any of the Company's business.

(w) To carry out all or any of the objects of the Company in any part of the world either alone or as principals or as agents, trustees, contractors, sub-contractors or in partnership or conjunction with any other person, firm, association, company or other body, or through agents or trustees, or by means of any subsidiary or auxiliary company or otherwise.


(x) 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, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed. It is also expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The liability of the Members is limited.

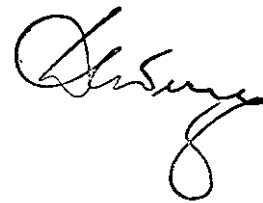
5. The Share Capital of the Company is £10,000 divided into 10,000 shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferential or special rights, privileges or conditions in accordance with the regulations of the Company.

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 Subscriber	No. of Shares
 Clifford Donald Wing Regis House 134 Percival Road Enfield Middlesex EN1 1QU	One

Dated 29th June 1998

Witness to the above signature:-



RWL Registrars Limited
Regis House
134 Percival Road
Enfield
Middlesex
EN1 1QU

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

SWIFT INDEPENDENT FINANCIAL ADVISERS LIMITED

PRELIMINARY

1. The Company is a private company, and the regulations contained or incorporated by reference in Table A in Statutory Instrument 805 of 1985, save in so far as they are hereinafter excluded or modified, shall be, together with these Articles, the regulations of the Company.

SHARES

2. Subject to any directions which may be given by a General Meeting and to the other regulations of the Company, the Directors are authorised to allot the shares in the capital of the Company for such consideration and upon such terms and at such times as the Directors may determine, but so that:
 - (a) the maximum number of shares that may be allotted by the Directors shall be the total number of shares (including any created by an increase in the Capital), which at the time when the allotment is made, have not already been allotted;
 - (b) this authority shall expire on the fifth anniversary of the day preceeding the date of incorporation of the Company, or on such other earlier date as the Company may in General Meeting properly resolve; provided always that this authority may be renewed in accordance with the provisions of the Companies Acts.
3. Subject to any direction which may be given by a General Meeting all shares forming part of the original capital of the Company and for the time being unissued and all new shares shall, before issue be offered to members of the Company in proportion, as nearly as possible to the number of shares held by them. The offer shall be made by notice specifying the number of shares offered and limiting the time within which the offer, if not accepted will be deemed to be declined, and after the expiration of that time, or on receipt of an intimation from the person to whom the offer is made, that he declines the shares comprised in such offer, the Directors may dispose of those shares (subject to the other regulations of the Company) in such manner as they think proper. The Directors may likewise dispose of any such original or new shares as aforesaid which by reason of any difficulty in apportioning the same cannot be conveniently offered in accordance with the foregoing provisions.

4. The lien conferred by Clause 8 in Table A shall attach to all shares, whether fully paid or not, and to all shares registered in the name of any person for all moneys presently payable by him or his estate to the Company, whether he be the sole holder or one of two or more joint holders thereof.
5. Any share may be transferred by a member to a person who is already a member or to a relative of such member, or in the case of a member which is a company to a subsidiary or fellow subsidiary company thereof, and any share standing in the name of a deceased member may be transferred to any person becoming entitled under his or her will or intestacy or to such deceased member's personal representatives and, on any change of the trusteeship of shares held upon trusts, such shares may be transferred to the new and continuing trustees. The provisions of Article 7 shall not apply to such transfers save to prevent a transfer of a Share on which the Company has a lien.
6. A Member wishing to dispose of all or any of his shares other than in accordance with the provisions of Article 5 shall give notice of the fact to the Directors and such notice shall constitute the Company as agent of the transferor member for the purpose of effecting the transfer and all matters appertaining thereto. The Directors shall offer the said shares to the remaining members in proportion to their then holding of shares on the date when the offer is made and such members shall have an option to purchase all or any of the shares offered to them, this option remaining open for three calendar months from the date on which the offer is made. If, within this period, a purchasing member is found such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the transferor member, who shall be bound on payment of the fair value to transfer the share or shares to the purchasing member. If the transferor member fails to complete the transfer the Directors may authorise some person to transfer the share or shares to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share or shares. The transferor member shall deliver up his certificate and shall thereupon be paid the purchase money. In the event of any dispute as to the value of the shares, the transfer of the shares shall be effected at a fair price as fixed by the Auditor for the time being to the Company; if there is no dispute as to the value of the shares, they may be transferred at any agreed price. Any shares not taken up before the offer lapses may, within a further period of twenty-eight days be transferred by the transferor member to any other person, provided that this Article shall not in any way remove from the Directors the power to refuse to register any transfer (other than a transfer made in accordance with Article 5) of which they disapprove.

7. Without prejudice to the provisions of Clause 24 in Table A, the Directors may, in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share (other than a transfer made in accordance with Article 5) whether or not it is a fully paid share.
8. Shares issued pursuant to Clause 3 in Table A shall be subject to such terms and manner of redemption as the Company before the issue shall by Special Resolution determine.

SEAL

9. Clause 101 of Table A shall be amended by the addition of the following words at the end of the Clause: "or by some other person appointed by the Directors for the purpose".

DIRECTORS

10. A person may be appointed or elected as a Director whatever his age, and no Director shall be obliged to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.
11. A Director may vote in respect of any contract or arrangement in which he is interested and may form part of the quorum for any meeting at which such voting occurs. Clauses 95, 95, 96 and 98 in Table A shall not apply to the Company; and Clause 97 in Table A shall apply as though the words "except that concerning his own appointment" were omitted.
12. The Company may by Extraordinary Resolution remove a Director before the expiration of his period of office and by Ordinary Resolution appoint another person as Director in his place. Such person appointed as aforesaid shall be subject to retirement at the same time as if he had become a Director on the day on which the Director he replaces was last elected a Director.
13. Until otherwise determined by the Company in General Meeting, the number of Directors (other than alternate Directors) shall not be less than one nor more than five. So long as the minimum number remains thus fixed at one, a sole Director may exercise all the powers vested in the Directors generally. Clauses 89 and 90 in Table A shall be modified accordingly, and Clause 64 in Table A shall not apply to the Company.

Name and address of Subscriber



Clifford Donald Wing
Regis House
134 Percival Road
Enfield
Middlesex
EN1 1QU

Dated 29th June 1998

Witness to the above signature:-

RWL Registrars Limited
Regis House
134 Percival Road
Enfield
Middlesex
EN1 1QU

