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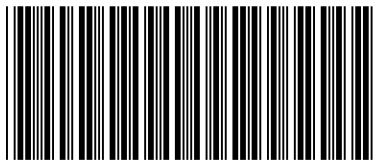
CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 4962087

The Registrar of Companies for England and Wales hereby certifies that
5 POINT FINANCIAL PLANNING LTD

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 12th November 2003



N04962087V



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

The above information was communicated in non-legible form and authenticated by the
Registrar of Companies under section 710A of the Companies Act 1985



Companies House

— *for the record* —

Electronic statement of compliance with requirements on application for registration of a company pursuant to section 12(3A) of the Companies Act 1985

Company number

4962087

Company name

5 POINT FINANCIAL PLANNING LTD

I,

CHRISTOPHER DEREK WITT

of

THE OLD BANK, HIGH STREET, WEEDON
NORTHAMPTON
UNITED KINGDOM
NN7 4QD

a

person named as a secretary of the company in the statement delivered to the registrar of companies under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section 12(3A) of the Companies Act 1985

Statement:

I hereby state 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.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies electronically and authenticated in accordance with the registrar's direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to criminal prosecution



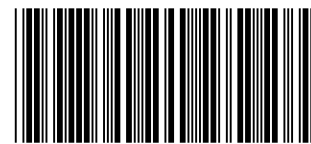
Companies House

— for the record —

10(ef)

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

Received for filing in Electronic Format on the: 12/11/2003



XMJTWPFZ

Company Name **5 POINT FINANCIAL PLANNING LTD**
in full:

Proposed Registered Office: **THE OLD BANK, HIGH STREET,
WEEDON
NORTHAMPTON
UNITED KINGDOM
NN7 4QD**

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **WITT CHRISTOPHER DEREK**
Agent's Address: **THE OLD BANK, HIGH STREET,
WEEDON
NORTHAMPTON
UNITED KINGDOM
NN7 4QD**

Company Secretary

Style/Title: **MR**
Name **CHRISTOPHER DEREK WITT**

Address: **THE OLD BANK, HIGH STREET,
WEEDON
NORTHAMPTON
UNITED KINGDOM
NN7 4QD**

Consented to Act: **Y** *Date authorised* **12/11/2003** *Authenticated:* **Y**

Director 1:

Style/Title: **MR** *Hons:* **MLIA (DIP)**
Name **NEIL LAURENCE SMITH**

Address: **THE OLD BANK, HIGH STREET,
WEEDON
NORTHAMPTON
UNITED KINGDOM
NN7 4QD**

Nationality: **BRITISH**
Business occupation: **DIRECTOR**
Date of birth: **01/06/1964**

Consented to Act: **Y** *Date authorised* **12/11/2003** *Authenticated:* **Y**

Director 2:

Style/Title: **MR** *Hons:* **MLIA (DIP)**
Name **IAN DAVID LAMBERT**

Address: **THE OLD BANK, HIGH STREET,
WEEDON
NORTHAMPTON
UNITED KINGDOM
NN7 4QD**

Nationality: **BRITISH**
Business occupation: **DIRECTOR**
Date of birth: **11/05/1963**

Consented to Act: **Y** *Date authorised* **12/11/2003** *Authenticated:* **Y**

Director 3:

Style/Title: **MR** *Hons:* **MLIA (DIP)**
Name **THOMAS MILES OPPENHEIM**

Address: **THE OLD BANK, HIGH STREET,
WEEDON
NORTHAMPTON
UNITED KINGDOM
NN7 4QD**

Nationality: **BRITISH**
Business occupation: **DIRECTOR**
Date of birth: **03/07/1979**

Consented to Act: **Y** *Date authorised* **12/11/2003** *Authenticated:* **Y**

The Companies Act 1985 to 1989

Private Company Limited by Shares

MEMORANDUM OF ASSOCIATION OF 5 POINT FINANCIAL PLANNING LTD

1. The Company's name is 5 POINT FINANCIAL PLANNING LTD
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are to carry on business as a general commercial company and to do all such things as are incidental to the carrying on of any trade or business by it.
4. The liability of the members is limited.
5. The Company's share capital is £ 1000 divided into 1000 shares of £ 1 each.

We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and Addresses of Subscribers	Shares Taken
Christopher Derek Witt The Old Bank, High Street, Weedon Northampton NN7 4QD	200
Neil Laurence Smith The Old Bank, High Street, Weedon Northampton NN7 4QD	200
Ian David Lambert The Old Bank, High Street, Weedon Northampton NN7 4QD	200
Thomas Miles Oppenheim The Old Bank, High Street, Weedon Northampton NN7 4QD	200
Geoffrey Suleiman Husaundee The Old Bank, High Street, Weedon Northampton NN7 4QD	200
Total Shares Taken	1000

Dated : 12-11-2003

REGULATIONS FOR MANAGEMENT OF A COMPANY LIMITED BY SHARES

The Companies Act 1985 (As amended by the Companies Act 1989).

ARTICLES OF ASSOCIATION OF 5 POINT FINANCIAL PLANNING LTD

(a) Subject as hereinafter provided the regulations incorporated in Table A as set out in the schedule to the Companies (Table A to F) Regulations 1985 as amended hereinafter called "table A" shall apply to the Company.

(b) The Articles hereinafter contained, together with the regulations incorporated in Table A subject to their exclusion or modification hereinafter expressed, shall constitute the regulations of the Company.

APPOINTMENT OF DIRECTORS

1. (a) Unless and until otherwise determined by the Company in general Meeting there shall be no maximum number of directors and the minimum number of directors shall be one. Whenever there shall be only one director of the company such director may act alone in exercising all the powers, discretions and authorities vested in the Directors and regulation 89 of Table A shall be modified accordingly.

(b) Regulation 64 of Table A shall not apply to the Company.

2. The Directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) of Table A shall not apply to the Company. other than alternate directors) shall not be subject to any maximum but shall be not less than one.

LIST OF SUBSCRIBERS

Christopher Derek Witt
The Old Bank, High Street, Weedon
Northampton
NN7 4QD

Neil Laurence Smith
The Old Bank, High Street, Weedon
Northampton
NN7 4QD

Ian David Lambert
The Old Bank, High Street, Weedon
Northampton
NN7 4QD

Thomas Miles Oppenheim
The Old Bank, High Street, Weedon
Northampton
NN7 4QD

Geoffrey Suleiman Husaunndee
The Old Bank, High Street, Weedon
Northampton
NN7 4QD

Dated : 12-11-2003