

CON 18/8/98 HAI 906034610
No: 3596351

Certified a true copy
of the original before us
Osborne Clarke 10/8/98
Osborne Clarke
30 Queen Charlotte Street
Bristol
BS6 7QQ

The Companies Act 1985

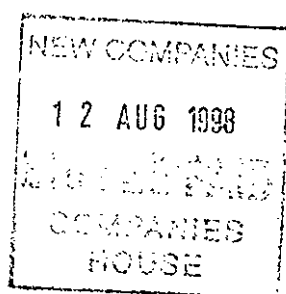
Company limited by shares

Resolution

of

Oval (1326) Limited

(passed on 10 August 1998)

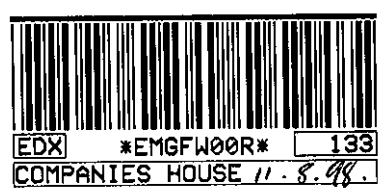


Oval Nominees Limited, being the sole member of the company resolves as follows:

1. that the name of the company be and it is changed to "Team. Ora Limited";
2. that the draft main objects clause contained in the printed document signed by Oval Nominees Limited as the sole member of the company be and it is approved and adopted in substitution for the existing clause 3(A) of the memorandum of association of the company; and
3. that the directors be and they are generally and unconditionally authorised for the purposes of Section 80, Companies Act 1985 to allot, or to grant any right to subscribe for or to convert any security into, shares in the Company up to a maximum nominal amount of £1,000 provided that this authority shall expire on the day preceding the 5th anniversary of the passing of this resolution, save that this authority shall allow the Company to make an offer or agreement before the expiry of the authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

[Signature]

Director
for and on behalf of
Oval Nominees Limited



Certified a true copy
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Osborne Clarke 10/8/98
.....
Osborne Clarke
30 Queen Charlotte Street
Bristol
BS99 7QQ

Memorandum of Association

Team. Ora Limited

Company number: 3596351

Date of incorporation: 10 July 1998

DZS/file ref 674914
DZS-001172

Osborne Clarke

Bristol Office

50 Queen Charlotte Street, Bristol BS1 4HE
Telephone 0117 923 0220 Facsimile 0117 927 9209

London Office

Hillgate House, 26 Old Bailey, London EC4M 7HS
Telephone 0171 600 0155 Facsimile 0171 248 9934

Thames Valley Office

Apex Plaza, Forbury Road, Reading RG1 1AX
Telephone 0118 925 2000 Facsimile 0118 925 0038

Web site: www.osborne-clarke.co.uk

The Companies Act 1985

Company limited by shares

Memorandum of Association

of

Team. Ora Limited

(as amended by written resolution dated 10 August 1998)

1. The Company's name is Team. Ora Limited¹.
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
 - (a)
 - (i) to carry on all or any of the businesses of computer consultants, specialists and engineers and writers, designers, devisors, organisers, marketers and dealers in computer systems and computer software and computer programmers and consultants in relation to and the use of computers and data processing, to carry on all or any of the businesses of manufacturers, buyers, sellers, importers, exporters, maintainers, installers, hirers, letters on hire of, distributors and agents for the sale of, dealers in and trainers in the use of computer hardware, computer products, software, equipment, programs, data processing supplies, equipment and machinery of all and every description;
 - (ii) to undertake, organise and provide facilities for scientific and technical research and to undertake experimental work with prototypes and to develop new computer software and systems and to obtain rights of development, manufacture and sale in respect thereof; and

¹ The name of the Company has been changed by written resolution from Oval (1326) Limited to Team. Ora Limited on 10 August 1998.

- (iii) to carry on the business as consultants and advisors on matters and problems relating to the administration and organisation of industry and business and the training of personnel for industry and business and to carry on all or any of the businesses of industrial business and personnel consultants and to advise upon the means and methods for extending, developing and improving all systems and processes relating to the rendering of services, to engage in research into all problems relating to personnel and industrial and business management and to collect, prepare and distribute information data and statistics in the area of recruitment and employment²;
- (b) to carry on any other trade or business whatsoever which can be advantageously carried on by the Company in connection with or as ancillary to any of the businesses or objects of the company;
- (c) to accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, bonds and other instruments and securities, whether negotiable or otherwise;
- (d) to subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of and deal with, shares, bonds, obligations, or any other securities or units whatsoever of any company, fund, trust, business, undertaking or other entity and any options or other rights in respect of them, and to buy and sell foreign exchange;
- (e) to acquire and assume for any estate or interest and to take options over, construct, develop, turn to account, exploit and deal with any property, real or personal, and rights of any kind;
- (f) to purchase, acquire, undertake or assume the whole or any part of the business, undertaking, goodwill, assets and liabilities of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company carries on or is authorised to carry on or which is possessed of or entitled to any property or rights of whatsoever nature which may be thought advantageous to, or suitable for the purposes of, the company;

² Clause 3 (a) has been substituted for the original clause 3 (a) by written resolution dated 10 August 1998.

- (g) to sell, exchange, mortgage, charge, let on rent, share of profit, royalty or otherwise, grant licences, easements, options and other rights over, and in any other manner deal with or dispose of all or any part of the undertaking, property and assets both present and future of the Company, or any part of them, for such consideration as may be thought fit, and in particular for shares or any other securities whatsoever, whether fully or partly paid up;
- (h) to amalgamate or enter into partnership or any profit sharing or joint venture arrangement or association with, and to co-operate or participate in any way with, and assist or subsidise any person, company, firm or other entity whatsoever;
- (i) to co-ordinate, manage, finance, subsidise or otherwise assist any company or companies or other organisations or entities in which the Company is a member or participant or in which the Company otherwise has any direct or indirect interest and to provide for them administrative, executive, managerial, secretarial and other services and generally otherwise to carry on business as a holding company;
- (j) to apply for and take out, purchase or otherwise acquire any trade or service marks or names, designs, patents, patent rights, copyright, inventions, secret processes or formulae and any other intellectual property rights of any kind and to carry out experiments and research work in connection with them and to protect, maintain, develop, exploit, turn to account and deal with them;
- (k) to borrow and raise money and to secure or discharge any debt or obligation in any manner whatsoever and, in particular, by mortgages of or charges upon all or any part of the undertaking, property and assets (both present and future) and uncalled capital of the Company or by the creation and issue of securities of any description;
- (l) to lend, advance or deposit money or give or provide credit or any other form of financial accommodation to any person, firm, company or other entity whatsoever and whether with or without security and otherwise on such terms as may be thought fit;
- (m) to invest all moneys of the Company not immediately required in such manner as may be thought fit and to hold, dispose of and otherwise deal with any investments so made;
- (n) to enter into any guarantee, contract of indemnity or suretyship or to provide security, with or without consideration, whether

by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by any other method or in any other manner, for the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities or liabilities of any person, firm, company or other entity including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or which is otherwise associated with the Company;

- (o) to promote or join in the promotion of any company, firm or other entity whatsoever whether or not carrying on a business or having objects similar to those of the Company;
- (p) to promote and apply for any Act of Parliament, statutory instrument, order, licence or other authority for the purposes of effecting any modification to the Company's constitution or for any other purpose whatsoever which may be intended or calculated, directly or indirectly, to promote the Company's interests or to enable it to carry into effect any of its objects;
- (q) to enter into any agreement or arrangement with any government or governmental or other regulatory authority or person which may seem conducive to the attainment or implementation of the Company's objects or any of them and to obtain any orders, rights, privileges, franchises, and concessions and to carry out, enjoy, exercise and comply with them;
- (r) to pay all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company or to enter into any agreement for them, and including the payment of commission or other remuneration or reward to any person for underwriting, placing, selling, subscribing or otherwise assisting in the issue of any securities of the Company or in or about its formation;
- (s) to procure the registration or incorporation of the Company in or under the laws of any territory outside England.
- (t) to the extent permitted by law, to give any form of financial assistance (as defined in Section 152, Companies Act 1985), directly or indirectly, for the purpose of, or in connection with, any acquisition or proposed acquisition of shares in the Company and/or any reduction or discharge of a liability incurred by any person for the purpose of such an acquisition;

- (u) to support and to subscribe or guarantee the payment of any money or transfer of any property whatsoever, to any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely, directly or indirectly, to further the interests of the Company or of its members;
- (v) to establish, maintain and/or contribute to any pension, superannuation, death benefits, funds or schemes for the benefit of, and to give, award, or procure the giving or awarding, of donations, pensions, gratuities, allowances, annuities, emoluments or other benefits whatsoever to any persons who are or have at any time been in the employment or service of the Company or of any company which is its holding company or which is a subsidiary of either the Company or any such holding company or of any company which is otherwise allied to or associated with the Company, or who are or have at any time been Directors or officers (or held comparable or equivalent offices) of the Company or of any such other company, and also to the wives, widows, families and dependants of any such persons; to establish, subsidise or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit all or any such persons; to make payments for or towards the insurance of any such persons; to establish, support and maintain any form of profit-sharing, share purchase, share incentive, share option or employees' share scheme for any such persons and to lend money to any persons eligible to participate in them or benefit from them (or to trustees on their behalf) for the purposes of or in connection with the operation and enjoyment of any such scheme;
- (w) to distribute amongst the members of the Company, in specie or otherwise, all or any part of the property, undertaking or assets of the Company;
- (x) to do all or any of the things and matters aforesaid in any part of the world, either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, intermediaries, subsidiary companies or otherwise and either alone or in conjunction with others; and
- (y) to do all such other things as may be considered incidental or conducive to the attainment of the above objects or any of them.

And it is declared that:

- (a) none of the objects set out above in this clause shall be restrictively construed but the widest interpretation shall be given to each such object which shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other object set out above;
 - (b) none of the sub-clauses of this clause shall be construed as being subsidiary or ancillary to any of the objects specified in any other sub-clause and the same shall each be construed as if they constituted the objects of a separate, distinct and independent company; and
 - (c) the word "company" in this clause, except where used in reference to the Company shall include any partnership or other body of persons, whether incorporated or not, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere. The word "person" shall include any company as well as any legal or natural person and the words "and" and "or" shall also mean "and/or" where the context so permits.
4. The liability of the Members is limited.
5. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each.