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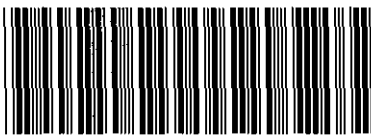
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5082057

The Registrar of Companies for England and Wales hereby certifies that
DEAFBLIND U.K. TRADING 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 23rd March 2004



N05082057E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

Please complete in typescript
or in bold black capitals



Declaration on application for registration

Company Name in full

[]
DEAFBLIND U.K. TRADING LIMITED
[]

I, DIANE STONEHOUSE

of 41 BECCERM DRIVE CROWLAND PETERBOROUGH PE6 0AG

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

D Stonehouse

Declared at

METCALFE, COGMAN & PETERAR, 18 PRIESTGATE, PETERBOROUGH

Day Month Year

on

19 03 20 04

Please print name.

before me

MICHAEL RUCK

Signed

M.R.

Date

19/03/04.

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.

BUCKLES
35/45-51 Priestgate, Peterborough, Cambs
PE1 1LB Tel (01733) 888888
DX number 12312 DX exchange PETERBOROUGH 1



A21 COMPANIES HOUSE

0109 20/03/04

Form

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
companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh

Please complete in typescript, or in bold black capitals.

CHFP041

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

Company Name in full

	DEAFBLIND U.K. TRADING LIMITED

Proposed Registered Office
(PO Box numbers only, are not acceptable)

	JOHN & LUCILLE VAN GEEST PLACE	
	CYGNET ROAD, HAMPTON	
Post town	PETERBOROUGH	
County / Region	CAMBRIDGESHIRE	Postcode PE7 8FD

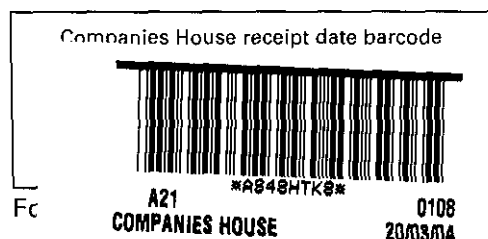
If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address.

<input type="checkbox"/>	
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.

BUCKLES	
35/45-51 Priestgate, Peterborough, Cambs	
PE1 1LB	Tel (01733) 888888
DX number 12312	DX exchange PETERBOROUGH 1



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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**

Company Secretary (see notes 1-5)

Company name DEAFBLIND U.K. TRADING LIMITED

NAME *Style / Title MS *Honours etc.

*Voluntary details

Forename(s) DIANE

Surname STONEHOUSE

Previous forename(s)

Previous surname(s) DOUGHERTY

†† 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.

Address ††

41 BECCERM DRIVE

CROWLAND

Post town PETERBOROUGH

County / Region CAMBRIDGESHIRE Postcode PE6 0AG

Country ENGLAND

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

Consent signature

[Signature]

Date 19/3/04

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title MS *Honours etc.

Forename(s) JAQUELINE DAWN

Surname HICKS

Previous forename(s)

Previous surname(s) RICKELL

†† 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.

Address ††

33 HYHOLMES

BRETTON

Post town PETERBOROUGH

County / Region CAMBRIDGESHIRE Postcode PE3 8LG

Country

Day Month Year

Date of birth 1 | 4 | 1 | 2 | 1 | 9 | 5 | 8 Nationality BRITISH

Business occupation DIRECTOR

Other directorships NONE

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

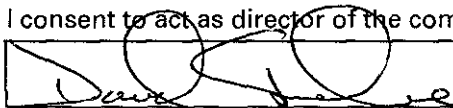
Consent signature

[Signature]

Date 19/3/04

Directors (continued) (see notes 1-5)

Please list directors in alphabetical order

*Voluntary details	NAME	*Style / Title	MR	*Honours etc.							
		Forename(s)	DAVID JOHN								
		Surname	STONEHOUSE								
		Previous forename(s)									
		Previous surname(s)									
† 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.	Address †		41 BECCERM DRIVE								
			CROWLAND								
		Post town	PETERBOROUGH								
		County / Region	CAMBRIDGESHIRE	Postcode	PE6 0AG						
		Country	ENGLAND								
			Day	Month	Year						
Date of birth	1	2	0	5	1	9	6	7	Nationality	BRITISH	
Business occupation	DIRECTOR OF FINANCE										
Other directorships	NONE										
I consent to act as director of the company named on page 1											
Consent signature								Date	19/3/04		

This section must be signed by

Either

an agent on behalf of all subscribers

Signed Date

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

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality. **The date of birth must be given for every individual director.**

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was:**
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

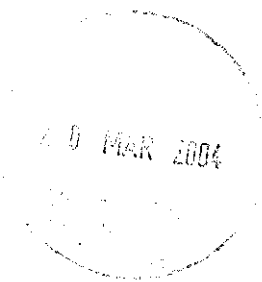
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COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
[DEAFBLIND U.K. TRADING LIMITED]



1. The company's name is Deafblind U.K. Trading Limited
2. The company's registered office is to be situated in England and Wales.
3. The objects for which the company is established are:
 - (i) to carry on any trade business or undertaking with a view to raising funds for a charity called Deafblind UK or its successors in title; and
 - (ii) in furtherance of such object but not further or otherwise to carry on business as a general commercial company; and
 - (iii) to do all such other things as are incidental or conducive to the above objects or any of them and in particular to subscribe to the funds of the said charity or its successors in title under any covenanting or gift aid arrangement.
4. The liability of the members is limited.
5. The share capital of the company is £100 divided into 100 ordinary shares of £1 each.
6. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to the said charity or its successors in title or to some other company having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company, such body or bodies to be determined by the members of the Company at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable body.

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

Number of Shares taken by each Subscriber

JAQUELINE DAWN HICKS)
33 HYHOLMES)
BRETTON)
PETERBOROUGH PE3 8LG)

JAQUELINE DAWN HICKS 1

DAVID JOHN STONEHOUSE)
41 BECCELM DRIVE)
CROWLAND)
PETERBOROUGH PE6 0AG)

DAVID JOHN STONEHOUSE

TOTAL TAKEN

2

Dated the 17th day of MARCH 2004

WITNESS to the above signatures:

D. Stonehouse

Name: D. Stonehouse
Address: 4th BELLEVA DRIVE, (MOULANA)
Occupation: FINANCE DIRECTOR

COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
DEAFBLIND U.K. TRADING LIMITED

PRELIMINARY

1. Subject as hereinafter provided the Regulations incorporated in Table A set out in the Schedule to The Companies (Tables A to F) Regulations 1985 shall apply to the Company.
2. Regulations 3, 8, 24, 35, 50, 64, 73 to 78 (inclusive), 94 to 97 (inclusive), the second and third sentences of Regulations 79 and the last sentence of Regulation 84 of Table A shall not apply to the Company but the Articles hereinafter contained together with the remaining Regulations of Table A shall, subject to the modifications hereinafter expressed, constitute the Articles of the Company.
3. Any reference in these Articles to an enactment shall be construed as a reference to that enactment as amended or extended by or under any other enactment.

PRIVATE COMPANY

4. The Company is a private company, and accordingly:-
 - no shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise); and
 - no shares in or debentures of the Company shall be allotted, nor shall any agreement to allot such shares or debentures be made, (whether for cash or otherwise), with a view to all or any of such shares or debentures being offered for sale to the public, and sections 58(3), 59 and 60 of the Companies Act 1985 shall apply for the purposes of this Article as they apply for the purposes of the said Act.

INTERPRETATION

5. In Regulation 1 of Table A there shall be inserted before the words "office" and "secretary" the word "the" and between the words "regulations" and "the Act" the words "and in any regulations adopting in whole or in part the same".

SHARES

6. Subject to the provisions of the next following Article the Directors are authorised for the purposes of section 80 of the Companies Act 1985 to exercise the power of the Company to allot shares to the amount of the authorised but unissued share capital of the Company at the date hereof and the Directors may allot, grant options over or otherwise dispose of such shares to such persons, on such terms and in such manner as they think fit provided always that:-
 - (a) save as provided in sub-paragraph (b) of this Article the authority given in this Article to the Directors to exercise the power of the Company to allot shares shall expire five years after the date of incorporation by the Company;
 - (b) the members in General Meeting may by ordinary Resolution:-

(i) renew the said authority (whether or not it has been previously renewed) for a period not exceeding five years, but such Resolution must state (or restate) the amount of shares which may be allotted under such renewed authority or, as the case may be, the amount remaining to be allotted thereunder, and must specify the date on which the renewed authority will expire;

(ii) revoke or vary any such authority (or renewed authority);

notwithstanding the provisions of sub-paragraphs (a) and (b) of this Article the Company may make an offer or agreement which would or might require shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the Directors may allot shares notwithstanding that such authority or renewed authority has expired.

In this Article any reference to the allotment of shares shall include a reference to the grant of any right to subscribe for, or to convert any security into shares, but shall not include any reference to the allotment of shares pursuant to such a right.

7. In accordance with section 91 of the Companies Act 1985 Sections 89(1), and 90(1) to (6) of the said Act are excluded from applying to the Company. Any shares for the time being unissued shall be offered to the members in proportion as nearly as may be to the number of existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. Such offer shall be made by written notice specifying a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to have been declined. After the expiration on that period, or on the receipt of an intimation in writing from the offeree that he declines to accept the shares so offered, the Directors may, subject to these Articles, allot grant options over or otherwise dispose of the same to such persons, on such terms and in such manner as they think most beneficial to the Company. The Directors may in like manner dispose of any such new or original shares as aforesaid which in the opinion of the Directors cannot conveniently be offered in the manner herein before provided.
8. Subject to Chapter VII of the Companies Act 1985, and to Article 12, the Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.
9. Subject to Chapter VII of the Companies Act 1985, any shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, at the option of the Company or shareholder, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine, and whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.
10. Subject to Chapter VI of the Companies Act 1985, the Company may give financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the Company or its holding company.

LIEN

11. The Company shall have a first and paramount lien on every share (whether or not it is a 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 shares or not) standing registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders for all moneys presently payable by him or his estate to the

Company: but the Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to any amount payable in respect of it.

TRANSFER OF SHARES

12. (a) Subject as provided in these Articles and in particular to the following provisions of this Article 12, no share may be transferred otherwise than to another member of the Company or to some other person on such terms as approved by the Directors, save that a share may be transferred to or placed in the name of a deceased or bankrupt member's executors trustees or receiver pending the completion of a further transfer as permitted by this Article 12.
- (b) No share shall be transferred unless it is first offered to the members at par. Any member desiring to sell any share or shares (hereinafter referred to as a 'retiring member' and which term shall include reference to a deceased or bankrupt member's executors trustees or receiver) shall give notice thereof in writing to the Company (hereinafter referred to as a 'sale notice') constituting the Company his agent for the purpose of such sale. No sale notice shall be withdrawn without the sanction of the directors of the Company. The Directors shall offer any share comprised in a sale notice (hereinafter referred to as the 'said shares') at par to the existing members (other than the retiring member). Once a purchasing member is found such purchasing member shall be bound to complete the purchase within 7 days of being accepted as a purchasing member. If more than one purchasing member is found, the Directors shall in their absolute discretion allocate the said shares to such purchasing members in such proportions of whole shares as they deem fit and which purchasing members shall each be bound to complete as aforesaid. At the same time as notifying the purchasing member(s) of their acceptance as a purchasing member(s), the Directors shall give notice of the finding of the purchasing member(s) to the retiring member who shall be bound on receipt of payment of purchase price to transfer the said shares to the purchasing member(s). If the retiring member fails to complete the transfer, the Company may receive the purchase price on behalf of the retiring member, and may authorise some person to execute a transfer of the said shares in favour of the purchasing member(s) and register the purchasing member(s) as holder(s) of the said shares and issue share certificate(s) therefor. The Company shall forthwith pay the purchase price into a separate bank account in the Company's name and shall hold the purchase price and any interest earned thereon in trust for the retiring member. The retiring member shall deliver up his certificate(s) for the said shares and shall thereupon be paid the purchase price.
- (c) If no purchasing member is found under Article 12(b) within 28 days of the sale notice (or such earlier date by which all of the members other than the retiring member have confirmed that they decline the offer comprised in the sale notice), the sale notice shall lapse and the Directors shall be authorised to offer the said shares to such person or persons on such terms as they shall deem fit.
- (d) A transfer notice in respect of all of a member's shares shall be deemed to be served upon the death or bankruptcy of such member or upon such member becoming a patient within the meaning of the Mental Health Act 1983 (as the same may be modified or re-enacted from time to time).
- (e) The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share (whether or not it is a fully paid share) other than a transfer in accordance with the provisions of these Articles.
- (f) No share shall issued or transferred to a minor or to any person who is or has been a bankrupt or a patient within the meaning of the Mental Health Act 1983 (as the same may be modified or re-enacted from time to time).

13. The instrument of transfer of a fully paid share shall be executed by or on behalf of the transferor and in the case of a share which is not fully paid, the instrument of transfer shall in addition be executed by or on behalf of the transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of Members in respect thereof.

PROCEEDINGS AT GENERAL MEETING

14. In every notice convening 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 who need not also be a member. Regulation 38 of Table A shall be modified accordingly.
15. Proxies may be deposited at the Registered Office of the Company at any time before the time of the Meeting for which they are to be used unless otherwise specified in the notice convening such meeting. Regulation 62 of Table A shall be modified accordingly.

DIRECTORS

16. The first Director or Directors of the Company shall be the person or persons named in the statement delivered under Section 10 of the Companies Act 1985.
17. Unless and until otherwise determined by the Company in General Meeting the maximum number of Directors shall be [three] 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 the powers, discretions and authorities vested in the Directors, and Regulation 89 of Table A shall be modified accordingly.
18. The Company may by ordinary resolution appoint a person who is willing to act as to be a director either to fill a vacancy or as an additional director.
19. 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, and 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.
20. A Director who is in any way directly or indirectly interested (whether through persons connected with him as defined in section 346 of the Companies Act 1985 or otherwise) in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the Company or in which the Company is otherwise interested, shall declare the nature of his interest at a Meeting of the Directors in accordance with section 317 of the said Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.
21. The Directors may exercise all powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital or

any part thereof, and to issue debentures, debenture stock or any other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

- 22. In Regulation 87 of Table A there shall be inserted between the words "the Directors" and "may" the words "on behalf of the Company".
- 23. A Director is not required to hold any share qualification in the Company 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.

DIVIDENDS

- 24. No dividend or interim dividend shall be paid in respect of any shares .

WINDING UP

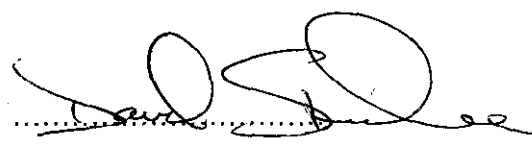
- 25. On the winding-up and dissolution of the Company the provisions of the Memorandum of Association shall have effect as if repeated in these Articles.

Names, Addresses and Descriptions of Subscribers

JAQUELINE DAWN HICKS)
33 HYHOLMES)
BRETTON)
PETERBOROUGH PE3 8LG)

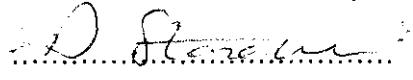


DAVID JOHN STONEHOUSE)
41 BECCERM DRIVE)
CROWLAND)
PETERBOROUGH PE6 0AG)



Dated the 10th day of MARCH 2004

WITNESS to the above signatures:



Name: D. STONEHOUSE
Address: 41 BECCERM DRIVE, CROWLAND
Occupation: FINANCE DIRECTOR