

FILE COPY



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

Company No. 4099594

The Registrar of Companies for England and Wales hereby certifies that
1 TO 1 TECHNOLOGY 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 31st October 2000



N04099594R



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC007B



Companies House
— for the record —

4099544

12

Declaration on application for registration

Please complete in typescript,
or in bold black capitals.

CHFP000

Company Name in full

[Empty box]

1 TO 1 TECHNOLOGY LIMITED

I, COLIN REDMOND - LYON
of 2210 STRATFORD RD., HOCKLEY HEATH, SOLIHULL

† Please delete as appropriate.

am.

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

Colin Redmond-Lyon

Declared at

Solihull West Midlands

Day Month Year

On

19 | 10 | 2000

Ⓛ Please print name.

before me Ⓛ

ANTHONY JOHN SALISBURY

Signed

Anthony John Salisbury

Date

19. 10. 00.

† 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.

MR. C. REDMOND - LYON
2210 STRATFORD ROAD, HOCKLEY HEATH
SOLIHULL Tel 01564 785186
DX number DX exchange

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
for companies registered in England and Wales

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



Form revised June 1998



Companies House

for the record

10

Please complete in typescript, or in bold black capitals.

CHFP000

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

[Empty box]

Company Name in full

1 TO 1 TECHNOLOGY LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

45 - 47 BARTHOLOMEW STREET

Post town

BIRMINGHAM

County / Region

WEST MIDLANDS

Postcode

B5 5QW

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.

Agent's Name

[Empty box]

Address

[Empty box]

[Empty box]

Post town

[Empty box]

County / Region

[Empty box]

Postcode

[Empty box]

Number of continuation sheets attached

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.

MR C REDMOND-LYON
2210 STRATFORD ROAD, HOCKLEY HEATH
SOLI HULL B94 6NU Tel 01564 785186
DX number DX exchange



A39 COMPANIES HOUSE

0403 26/10/00

je

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 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

1 TO 1 TECHNOLOGY LIMITED

NAME *Style / Title

MR

*Honours etc

* Voluntary details

Forename(s)

COLIN

Surname

REDMOND - LYON

Previous forename(s)

Previous surname(s)

Address

2210 STRATFORD ROAD

Usual residential address

For a corporation, give the registered or principal office address.

HOCKLEY HEATH

Post town

SOLIHULL

County / Region

WEST MIDLANDS

Postcode

B94 6NU

Country

UK

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

Consent signature

Colin W L

Date

14/10/00

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

Forename(s)

COLIN

Surname

REDMOND - LYON

Previous forename(s)

Previous surname(s)

Address

2210 STRATFORD ROAD

Usual residential address

For a corporation, give the registered or principal office address.

HOCKLEY HEATH

Post town

SOLIHULL

County / Region

WEST MIDLANDS

Postcode

B94 6NU

Country

UK

Day Month Year

Date of birth

18 09 1962

Nationality

BRITISH

Business occupation

I.T. CONSULTANT

Other directorships

RL BUSINESS SOLUTIONS LIMITED

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

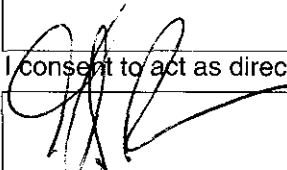
Consent signature

Colin W L

Date

14/10/00

Directors (continued) (see notes 1-5)

NAME	*Style / Title	MR	*Honours etc	
* Voluntary details	Forename(s)	MARK ANTHONY		
	Surname	REOHORN		
	Previous forename(s)			
	Previous surname(s)			
Address	THE WHITE HOUSE, 128 NORTON LANE			
<i>Usual residential address</i>	TIDBURY GREEN			
For a corporation, give the registered or principal office address.	Post town	SOLIHULL		
	County / Region	WEST MIDLANDS	Postcode	B90 1QT
	Country	UK		
	Date of birth	Day	Month	Year
		15	10	1959
	Nationality	BRITISH		
	Business occupation	MANAGEMENT CONSULTANT		
	Other directorships			
	I consent to act as director of the company named on page 1			
Consent signature			Date	14.10.2000

This section must be signed by

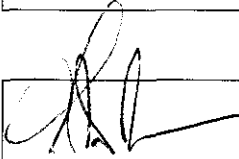
Either

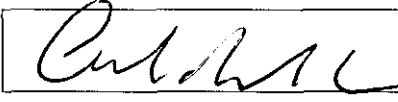
an agent on behalf of all subscribers

Signed Date

Or the subscribers

(i.e those who signed as members on the memorandum of association).

Signed  Date 14.10.2000

Signed  Date 14.10.2000

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.

WARNING: © 2000 CCN Limited, 1st Floor, No 1 Friars Gate, 1011 Stratford Road, Shirley, Solihull, B90 4EB. Tel. 0121 215 0975

All precedents can be dangerous.

It is unlikely that any precedent will be able to be used in any transaction without considerable modification.

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

COMPANY NUMBER: _____

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

1 TO 1 TECHNOLOGY LIMITED

Incorporated the day of

001853

100
100

NC
1
26 OCT 2000
£20 FEE PAID
COMPANIES
HOUSE

105597

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

1 TO 1 TECHNOLOGY LIMITED

1. The Company's name is " **1 TO 1 TECHNOLOGY** Limited".
2. The Company's registered office is to be situated in England and Wales.
3. 3.1 ~~(a)~~ The object[s] of the Company is [are]

~~**OR**~~

- (b) The object of the company is to carry on business as a general commercial company.

(must choose one of these)

3.2 **[NB: If (b) chosen – include words in square brackets]**

[Without prejudice to the generality of the object and the powers of the Company derived from Section 3A of the Act] The Company has power to do or any of the following things:-

- 3.2.1 To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over



or in respect of any property.

- 3.2.2 To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any trade marks, patents, copyrights, trade secrets or other intellectual property rights, licences, secret processes, designs, *protections and concessions and to disclaim, alter, modify,* use and turn to account and to manufacture under grant licences or privileges in respect of the same.
- 3.2.3 To acquire or undertake the whole of any part of the business, goodwill, and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- 3.2.4 To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

- 3.2.5 To invest and deal with the monies of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- 3.2.6 To lend and advance money or give credit on any terms and with or without security to any person, firm or company, to enter into *guarantees, contracts of indemnity and suretyships of all kinds*, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company.
- 3.2.7 To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- 3.2.8 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- 3.2.9 To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry on any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to

promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- 3.2.10 To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them.
- 3.2.11 To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stock, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- 3.2.12 To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- 3.2.13 To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the

Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

- 3.2.14 To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- 3.2.15 To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- 3.2.16 To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- 3.2.17 To distribute among the members of the Company in kind any property of the Company of whatever nature.
- 3.2.18 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- 3.2.19 To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its directors or employees, or may be connected with any town or place where the Company

carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance including insurance for any director, officer or auditor against any liability in respect of any negligence, default, breach of duty or breach of trust (so far as permitted by law); and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained.

- 3.2.20 Subject to and in accordance with the provisions of the Act (if and so far as such provisions shall be applicable) to give, directly or indirectly, financial assistance for the acquisition of shares or other securities of the Company or of any other company or for the reduction or discharge of any liability incurred in respect of such acquisition.
- 3.2.21 To procure the Company to be registered and recognised in any part of the world.
- 3.2.22 To do all or any of the things or maintain aforesaid in any part of

the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

3.2.23 To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

3.2.24 AND so that:-

3.2.24.1 None of the provisions set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clauses, or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the Company.

3.2.24.2 The word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

3.2.24.3 In this clause the express "the Act" means the Companies Act 1985, but so that any reference in this clause to any provision of the Act shall be

deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4. The liability of the members is limited.

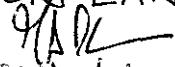

5. The Company's share capital is [£100] divided into [100] shares of £1 each.

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.

Name and Address of Subscribers:

Number of Shares taken by each

Subscriber:

- | | | |
|--|----|---|
| 1. MARK REHORN of THE WHITE HOUSE [| 51 |] |
| 128 NORTON LANE, TIDBURY GREEN | | |
| SOLIHULL  | | |
| 2. COLIN REDMOND-LYON of 2210 [| 49 |] |
| STRATFORD ROAD, HOCKLEY HEATH | | |
| SOLIHULL  | | |

Total Shares Taken:

[100]

Date: 14 OCTOBER 2000

Witness to the above signatures:



[name and address]

KATRINA REDMOND-LYON
2210 STRATFORD ROAD
HOCKLEY HEATH
SOLIHULL

All precedents can be dangerous.

It is unlikely that any precedent will be able to be used in any transaction without considerable modification.

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

1 TO 1 TECHNOLOGY LIMITED

1. PRELIMINARY

1.1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) ("Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company.

1.2 Expressions defined in regulation 1 of Table A shall where the context admits bear in these Articles the meanings so defined.

2. ALLOTMENT OF SHARES

2.1 Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the directors who may

(subject to section 80 of the Act and to Article 2.4 below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms as in such manner as they think fit.

2.2 All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the directors propose to issue shall first be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in general meeting shall by special resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than 14 days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in the like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such special resolution as aforesaid shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the members. The foregoing provisions of this Article 2.2 shall have effect subject to section 80 of the Act.

2.3 Sections 89(1) and 90(1) to (6) inclusive of the Act shall not apply to the Company.

2.4 The directors are generally and unconditionally authorised for the purposes of section 80 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the

amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by ordinary resolution.

3. **LIEN**

3.1 The lien conferred by regulation 8 in Table A shall attach also to fully paid up shares, and the Company shall also have a paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all monies presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly.

4. **TRANSFER OF SHARES**

4.1 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 and the first sentence of regulation 24 in Table A shall not apply to the Company.

4.2 Article 4.1 shall not apply to a transfer to:-

4.2.1 a person who is already a member of the Company

4.2.2 the wife, widow, husband, widower, child and remoter issue of a member or deceased member of the Company

4.2.3 the personal representatives of a deceased member of the Company

4.2.4 the name or joint names of any new or continuing trustee or trustees upon any change in the trusteeship of a will or settlement.

4.3 A member desiring to transfer shares otherwise than to a person who is referred to in clause 4.2 shall give notice in writing of such intention to the directors giving particulars of the shares in question. The directors as agents for the member giving such notice may dispose of such shares or any of them to the Company or members of the Company at a price to be agreed between the transferor and the directors or failing agreement at a price fixed by the auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the directors are unable to find a purchaser willing purchase all such shares the transferor may subject to Article 4.1 hereof dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

4.4 The instrument of transfer of any share shall be executed by or on behalf of the transferor who 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.

5. GENERAL MEETINGS AND RESOLUTIONS

5.1 Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.

5.2 5.2.1 No business shall be transacted at any general meeting unless a quorum is present. Subject to Article 5.2.2 below, two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised

representative of a corporation, shall be a quorum.

5.2.2 If and for so long as the Company has only one member, that member present in person or by proxy or (if that member is a corporation) by a duly authorised representative shall be a quorum.

5.2.3 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved.

5.2.4 Regulations 40 and 41 in Table A shall not apply to the Company.

5.3 5.3.1 If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting, subject as provided in Article 5.3.3 below.

5.3.2 *Any decision taken by a sole member pursuant to Article 5.3.1 above shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book.*

5.3.3 Resolutions under section 303 of the Act for the removal of a director before the expiration of his period of office and under section 391 of the Act for the removal of an auditor before the expiration of his period of office shall only be considered by the Company in general meeting.

- 5.4 A member present at a meeting by proxy shall be entitled to speak at the meeting and shall be entitled to one vote on a show of hands. In any case, where the same person is appointed proxy for more than one member he shall on a show of hands have as many votes as the number of members for whom he is proxy. Regulation 54 in Table A shall be modified accordingly.
- 5.5 Unless resolved by ordinary resolution that regulation 62 in Table A shall apply without modification, the instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited at the place specified in regulation 62 in Table A up to the commencement of the meeting or (in any case where a poll is taken otherwise than at the meeting) of the taking of the poll or may be handed to the chairman of the meeting prior to the commencement of the business of the meeting.
- 5.6 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy. Regulation 46 in Table A shall be modified accordingly
- 5.7 Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.
- [5.8 The Chairman shall not be entitled to a casting vote at general meetings. Regulation 50 in Table A shall not apply to the company]

6. APPOINTMENT OF DIRECTORS

- 6.1 6.1.1 Regulation 64 in Table A shall not apply to the Company.

- 6.1.2 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one. Whenever the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the directors generally, and regulation 89 in Table A shall be modified accordingly.
- 6.2 The Directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) in Table A shall not apply to the Company.
- 6.3 No person shall be appointed a director at any general meeting unless either:-
- (a) he is recommended by the directors; or
 - (b) not less than 14 nor more than 35 clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness, to be appointed.
- 6.4 6.4.1 Subject to Article 6.3 above, the Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
- 6.4.2 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director provided that the appointment does not cause the number of

directors to exceed any number determined in accordance with Article 6.1.2 above as the maximum number of directors and for the time being in force.

6.5 In any case where as the result of death or deaths the Company has no members and no directors the personal representatives of the last member to have died shall the right by notice in writing to appoint a person to be a director of the Company and such appointment shall be as effective as if made by the Company in general meeting pursuant to Article 6.4.1 above. For the purposes of this article, where two or more members die in circumstances rendering it uncertain which of them survived the other or others, the members shall be deemed to have died in order of seniority, and accordingly the younger shall be deemed to have survived the elder.

6.6 A person may be appointed a director notwithstanding that he shall have attained the age of 70 years and no director shall be liable to vacate office by reason of his attaining that or any other age.

7. **BORROWING POWERS**

7.1 The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

8. **ALTERNATE DIRECTORS**

8.1 Unless otherwise determined by the Company in general meeting by ordinary resolution an alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such

part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of regulation 66 in Table A shall be modified accordingly.

8.2 A director, or any other person notified in writing to the Company may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present. Regulation 65 in Table A shall be modified accordingly.

9. GRATUITIES AND PENSIONS

9.1 The directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

9.2 Regulation 87 in Table A shall not apply to the Company.

10. PROCEEDINGS OF DIRECTORS

10.1 A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted; and in relation to any such resolution as foresaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

10.2 Each director shall comply with his obligations to disclose his interest in contracts under section 317 of the Act.

10.3 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.

[10.4 The Chairman shall not have a second or casting vote at meetings of directors and regulation 88 in Table A shall be modified accordingly]

11. NOTICES

11.1 Without prejudice to regulations 112 to 116 inclusive in Table A, the Company may give notice to a member by electronic means provided that:-

11.1.1 the member has given his consent in writing to receiving notice communicated by electronic means and in such consent has set out an address to which the notice shall be sent by electronic means; and

11.1.2 the electronic means used by the Company enables the member concerned to read the text of the notice.

11.2 A notice given to a member personally or in a form permitted by Article 11.1 above shall be deemed to be given on the earlier of the day on which is delivered personally and the day on which it was despatched by electronic means, as the case may be.

11.3 Regulation 115 in Table A shall not apply to a notice delivered personally or in a form permitted by Article 11.1 above.

11.4 In this article "electronic" means actuated by electric, magnetic, electro-magnetic, electro-chemical or electro-mechanical energy and "by electronic means" means by any manner only capable of being so actuated.

12. INDEMNITY

- 12.1 Every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under section 144 or section 727 of the Act in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- 12.2 The directors shall have power to purchase and maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in section 310(1) of the Act.
- 12.3 Regulation 118 in Table A shall not apply to the Company.

Names and Address of Subscribers:

1. MARK REHORN
THE WHITE HOUSE
128, NORTON LANE
TIDBURY GREEN
SOLIHULL, WEST MIDLANDS
B90 1QT

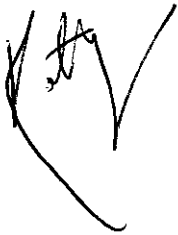


2. COLIN REDMOND-LYON
2210 STRATFORD ROAD
HOCKLEY HEATH
SOLIHULL
WEST MIDLANDS
B94 6NU



Date: 14 OCTOBER 2000

Witness to the above signatures:



[name and address]

KATRINA REDMOND-LYON
2210 STRATFORD ROAD
HOCKLEY HEATH
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