



Company Number : 607012

**WRITTEN RESOLUTIONS  
OF  
CORPORATE COMPUTER SERVICES LIMITED  
("the Company")**

I, the undersigned sole Member of the Company being the sole Member who at the date thereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows, such resolutions to take effect as elective resolutions pursuant to Section 379A of the Companies Act 1985 ("the Act"), one resolution to take effect as an ordinary resolution and one resolution to take effect as a special resolution;

**1. ELECTIVE RESOLUTIONS**

- (i) **THAT** the provisions of Section 80A of the Act shall apply, instead of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said Section 80;
- (ii) **THAT** in accordance with Section 252 of the Companies Act 1985, the Company shall dispense with the laying of accounts and reports before the Company in general meeting;
- (iii) **THAT** in accordance with Section 366A of the Companies Act 1985, the Company shall dispense with the holding of Annual General Meetings; and
- (iv) **THAT** in accordance with Section 386 of the Companies Act 1985, the Company shall dispense with the obligation to appoint Auditors annually.

**2. ORDINARY RESOLUTION**

**THAT** from the date of this resolution and until revoked by

the sole Member of the Company the Directors of the Company be and are authorised to determine the remuneration of the Auditors.

3.

### **SPECIAL RESOLUTION**

THAT the Articles of Association of the Company be amended by inserting a new clause to be designated 17A after clause 17 namely:

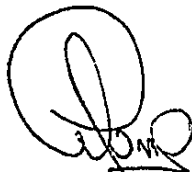
### **TELEPHONE BOARD MEETINGS**

17A. All or any of the Directors may participate in a meeting of the Board of Directors, or any committee of the Directors, by means of a conference telephone or any communications equipment which allows all persons participating in the meeting to hear each other.

A person so participating and who would be entitled to attend a meeting of the board, or any committee of the Directors, and to vote and count in the quorum thereat shall be deemed to be present in person at the meeting and shall be entitled to vote and to be counted in a quorum accordingly.

Such a meeting shall be deemed to take place where the largest group of those so participating is assembled or, if there is no such group, where the person or persons participating in the meeting and carrying the largest number of voting rights exercisable at that meeting is or are present, or if no such person is, or persons are, present, where the Chairman of the meeting is present and the word "meeting" shall be construed accordingly.

Dated: 11th JULY 1996



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Director

Company No: 607012

The Companies Acts 1948 to 1976, 1985 to 1989

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

of

CORPORATE COMPUTER SERVICES LIMITED

As amended by Special Resolution passed 27 July 1990,  
Special Resolution passed 7th August 1992,  
Special Resolution passed 11th February 1994 and  
*WRITTEN RESOLUTION PASSED  
11th July 1996.*

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby that is to say, Clauses 24, 53, 75, 77 and the proviso to Clause 79 in Part I of Table A shall not apply to the Company, and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.
2. The Company is a Private Company and Clauses 2, 4, 5 and 6 not Clause 1 and 4 of Part II of Table A shall also apply to the Company.

SHARE CAPITAL AND SHARES

3. The original Share Capital of the Company is £1,000 divided into 1,000 Shares of £1 each.
4. The shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons and on such terms and in such manner as they think fit.
5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares and to all Shares 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.
6. The Directors may from time to time make calls upon the Members in respect of any monies unpaid upon their Shares without any of the restrictions

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Clause shall stand modified accordingly.

7. When any employee of the Company (hereinafter called "the Employee") shall cease to be in the employ of the Company, the Directors may at any time call upon him or his legal personal representatives to transfer an or any of the Shares or the Share standing in the name of the Employee to such person or persons as the Directors shall appoint. In such case the Directors shall give notice in writing to the Employee or his legal personal representatives requiring him or them to transfer such Share or Share within one calendar month to such person or persons so appointed by the Directors at a fair value such fair value being fixed by the Auditors of the Company who shall be considered to be acting as experts and not as arbitrators and whose decision shall be final and binding upon the Employee or his representatives and the Company. Provided always that any person, whether the holder of the Share or Shares or a proposed purchaser, who is dissatisfied with such valuation shall have the right to object thereto by calling for a valuation from a person to be nominated by the President for the time being of the Institute of Chartered Accounts in England and Wales in which event the valuation of such nominated person shall be accepted and binding as aforesaid in place of that of the Auditors of the Company subject nevertheless to the payment of the whole of the costs and expenses incurred by virtue of such objections by the person so objecting. If the Employee or his representatives shall neglect or refuse to transfer the Shares or Share the Chairman for the time being of the Directors of the Company or failing him one of the Directors duly nominated by resolution of the Board for that purpose shall forthwith be deemed to be the duly appointed attorney of the Employee or his representatives with full power to execute, complete and deliver in the name and on behalf of the Employee or his representatives a transfer of the Shares to the appointed person.

#### GENERAL MEETINGS

8. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of The Companies Act, 1948, 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 Auditor for the time being of the company.

9. Clause 54 in Part 1 of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

#### VOTES OF MEMBERS

10. If at any General Meeting a poll is duly demanded on a resolution to remove a Permanent Director from office, such Permanent Director shall on the poll being taken be entitled to ten votes for each Share of which he is the holder and Clause 62 of Part I of Table A shall be modified accordingly.

#### DIRECTORS

11. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than five.

12.. The following persons shall be the first Directors of the Company; Robert William Cawthron of 30 Haworth Road, Heaton, Bradford, Yorks, and Clive Anthony Ingrey of 27 Parklands, Ben Rhydding, Ilkley, Yorks. The said Robert William Cawthron shall be a Permanent Director of the Company, and subject to the provisions of Clause 88 in Part I of Table A he shall be entitled to hold such office so long as he shall live unless he shall be removed from office under Clause 96 in Part I of Table A: and accordingly Clauses 89 to 94 in part I of Table A shall not apply to him.

13. The said Robert William Cawthron shall be the Chairman of the Board of Directors he shall be entitled to hold such office so long as he shall remain a Director; and Clause 101 in Part I of Table A shall be modified accordingly.

14. A Director shall not be required to hold any Shares in the Company but may nevertheless attend and speak at any General Meeting of the Company. Regulation 77 of Table A shall not apply.

15. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

16. The words "and every Director present at any meeting of Directors or Committee of Directors shall sign his name in a book to be kept for that purpose" shall be deleted from Clause 86 in Part I of Table A which Clause shall apply to this Company as modified.

#### ALTERNATE DIRECTORS

17. Any Director may in writing appoint any person who is approved by the majority of the Directors to be his alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the directors and to attend and vote thereat as a Director when the person appointing him is not personally present, and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him, and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

#### TELEPHONE BOARD MEETINGS

17A All or any of the Directors may participate in a meeting of the Board of Directors, or any committee of the Directors, by means of a conference telephone or any communications equipment which allows all persons participating in the meeting to hear each other.

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#### WINDING UP

18. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively. Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

#### 19. Single Member Company

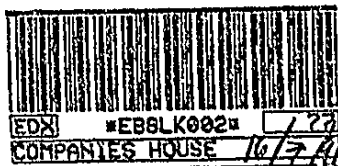
If the Company's membership shall be one member:-

19.1 each of the Company and the single member shall comply with all regulations for the time being in force and all other requirements of law concerning single member companies and in particular but without prejudice to the generality of the foregoing:

19.1.1 where the Company's single member is also a Director of the Company, the terms of any contract between the Company and that single member which has not been entered into in the ordinary course of the Company's business, shall be in writing or set out in a written memorandum or recorded in the minutes of the first meeting of the Directors following the making of the contract;

19.1.2 if any decision is made by the sole member which may be made by the Company in General Meeting, the single member shall (unless the decision is taken by way of written resolution) provide the Company with a written record of that decision;

19.2 notwithstanding any provision to the contrary contained in these Articles, at every meeting of the Company one member present in person or by proxy shall constitute a quorum.



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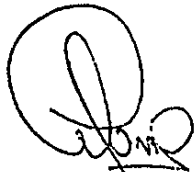
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Dated: 11th JULY 1996



.....  
Director