

No. of Company 1182313 / /

Form No. 41
(No registration
fee payable)

THE COMPANIES ACTS 1948 TO 1967

Declaration of compliance

Pursuant to Section 15(2) of the Companies Act 1948

Name of Company SOUTHWARK COMPUTER SERVICES Limited*

I, Brian Goldstein,
of 30, City Road,
..... London E.C.1.

Do solemnly and sincerely declare that I am (see note (a) below) A. PERSON
..... named in the Articles of Association as a Secretary.
of SOUTHWARK COMPUTER SERVICES
..... Limited*

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at ... 30, City Road,
..... in the county of London

the 16th day of August
one thousand nine hundred and 74
before me.

..... W. G. Lewis
A Commissioner for Oaths (see note (b) below)

(a) "a Solicitor of the Supreme Court" (or in Scotland "a Solicitor")
"engaged in the formation", or "a person named in the articles of association as a
director", or "a person named in the articles of association as a secretary"

(b) or Notary Public or Justice of the Peace

* Delete "Limited" if not applicable.

Presented by:

EXPRESS COMPANY REGISTRATIONS LIMITED
Company Registration Agents.
30, City Road,
London, E.C.1.
Telephone: 01- 628 -5434-5.

Margin reserved for binding

COMPANY LIMITED BY SHARES.

Memorandum of Association

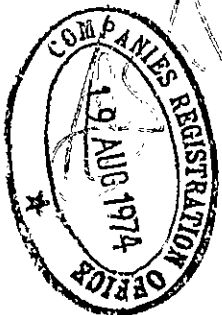
OF

SOUTHWARK COMPUTER SERVICES LIMITED

1. The name of the Company is Southwark Computer Services Limited
2. The Registered Office of the Company will be situate in England.

3. The Objects for which the Company is established are : -

- (A) (1) To carry on business of providing data processing, computer and accounting services and to act as advisers, contractors and consultants on all matters connected with the operation and use of computers, to undertake data preparation, programming and processing, system analysis and the operation of computers and to offer these services to any company, corporation, person or body and to buy and sell computer time; to act as specialists in commercial business developments and reconstructions, business consultants, organisers, managers, and investigators; secretaries and registrars of public or private limited companies or other business firms; business transfer agents, employment agents, shorthand writers, copy typists, company promoters, underwriters, financiers, bill brokers, insurance brokers and generally to undertake and execute agencies and commissions of any kind and offer secretarial services in all their branches.
- (2) To carry on business as proprietors of private schools and colleges and to organise and operate correspondence schools, residential courses, lectures and tutorial classes in all matters connected with data preparation, programming, processing and the operation of computers and to employ teachers, lecturers, examiners and any persons with specialised knowledge in these subjects.



- (B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.
- (C) To purchase, take on lease, exchange, hire or otherwise acquire, any real or personal property or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.
- (E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.
- (G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, Bonds or securities of any other company or corporation carrying on business in any part of the world.
- (H) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

- (I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.
- (J) To lend money or give credit on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.
- (K) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (L) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.
- (M) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (N) To remunerate any person, firm or company rendering services to the Company in any manner and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (O) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.
- (P) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or

for any exhibition or for any public, general or useful objects.


- (Q) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or Authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.
- (R) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (S) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (T) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.


It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the Members is limited. *l*


5. The share capital of the Company is £ 100 divided into 100 shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as the Articles of Association may from time to time prescribe.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<i>m here.</i> MICHAEL JOHN HOPE, 30, City Road, London. E.C.1. Company Formation Assistant. 	ONE
BRIAN GOLDSTEIN, 30, City Road, London. E.C.1. Company Director	ONE

DATED the 16th day of August 1974. 

WITNESS to the above signatures :


ERIC CHARLES TURNER,
30, City Road,
London, E.C.1.

Company Formation Assistant.

1182318 /4

THE COMPANIES ACTS 1948 to 1967.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

SOUTHWARK COMPUTER SERVICES
LIMITED

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, 79, 126 and 130 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 2,3,4,5 and 6 in Part II of Table A as varied by these Articles shall accordingly apply to the Company.

SHARES

3. 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, on such terms, and in such manner as they think fit, subject to the provisions of the next following clause hereof (Clause 4).

4. Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created, shall in the first instance be offered to the members in proportion (as nearly as may be) to the existing shares held by them, and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined; and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the Company.

LIEN

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.

TRANSFER AND TRANSMISSION OF SHARES

6. Clause 3 of Part II of Table A shall not apply to any transfer to a person who is already a member of the Company or to a transferee under the next following clause hereof (Clause 7).

7. Any share may be transferred by a member to any child or other issue, wife, husband, father, mother, brother, sister, son-in-law, daughter-in-law, nephew or niece of such member and any share of a deceased member may be transferred to any such relative as aforesaid of the deceased member or to the executors or administrators of any such deceased member. Any share standing in the name of the trustees of the Will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such Will or Settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

8. The proviso to clause 32 of Part I of Table A shall not apply to the Company.

GENERAL MEETING

9. 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.

10. Clause 54 in Part I 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".

DIRECTORS

11. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than seven. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors.

12. The first Directors of the Company shall be determined in writing by the Subscribers to the Memorandum of Association of the Company.

13. 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.

14. Any Director may appoint any person approved by the Board to be an alternate Director and such appointment shall have effect and such appointee, whilst he holds office as an alternate Director, shall be entitled to receive notice of Meetings of Directors and to attend and vote thereat, but he shall not require any qualification and shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him and agreed between the said Director and the appointee. Such appointment may be revoked at any time by the appointor or by a resolution of the Directors or by an Ordinary Resolution of the Company in General Meeting. Any appointment or revocation made under this clause, shall be in writing under the hand of the Director making the same.

DISQUALIFICATION OF DIRECTORS

15. The office of a Director shall be vacated :-
(1) If he resigns his office by notice in writing to the Company.

(2) If he becomes bankrupt or enters into any arrangement with his creditors.

(3) If he is prohibited from being a Director by an order made under section 188 of the Act.

(4) If he becomes of unsound mind.

(5) If he is removed from office by a resolution duly passed under section 184 of the Act.

BORROWING POWERS

16. The Directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertakings, 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.

17. The first Secretary of the Company shall be Brian Goldstein.

ACCOUNTS

18. The directors shall from time to time, in accordance with sections 148, 150 and 157 of the Companies Act 1948 and sections 16 to 22 of The Companies Act 1967, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.


AUDIT


19. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 161 of the Companies Act 1948 and sections 13 and 14 of the Companies Act 1967.

INDEMNITY

20. In addition to the indemnity contained in clause 136 of Part 1 of Table A and subject to the provisions of Section 205 of the Companies Act 1948, every director, managing director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

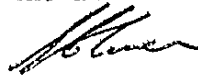
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS


MICHAEL JOHN HOPE,
30, City Road,
London. E.C.1.
Company Formation Assistant.


BRIAN GOLDSTEIN,
30, City Road,
London. E.C.1.
Company Director.

DATED the 16th day of August 1972.

WITNESS to the above signatures :


ERIC CHARLES TURNER,
30, City Road,
London. E.C.1.
Company Formation Assistant.

NUMBER OF COMPANY : 1182318

19

THE COMPANIES ACTS 1948 TO 1967

107-62-13 07 00 11- 040.00

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

33 34

SOUTHWARK COMPUTOR SERVICES LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held on 23rd day of October, 1974 the following Resolution was duly passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

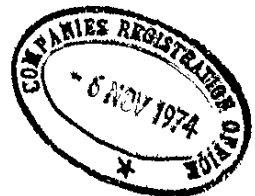
THAT the name of the Company be and is hereby changed from "Southwark Computer Services Limited" to Southwark Computer Services Limited.



D.T.C. HAYES

D.T.C. Hayes.

CHAIRMAN



8



33 34

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1182318 / 10

I hereby certify that

SOUTHWARK COMPUTER SERVICES LIMITED

having by special resolution and with the approval of the Secretary of State changed
its name, is now incorporated under the name of

SOUTHWARK COMPUTER SERVICES LIMITED

Given under my hand at London the 13th November 1974

N Taylor

N. TAYLOR

Assistant Registrar of Companies

C. 1. 1

No. of Company : 1182318

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to the Companies Act 1948, Sections 10 and 141)

- of -

SOUTHWARK COMPUTER SERVICES LIMITED

Passed 22nd October, 1982

At an EXTRAORDINARY GENERAL MEETING of Southwark Computer Services Limited duly convened and held at 95, Southwark Street, London S.E.1 OJA. on Friday 22nd October 1982, the following SPECIAL RESOLUTION was duly passed:-

That as the Company was dormant under Section 12 (1) of the Companies 1981 the requirements of Section 514 (1) of Companies Act 1976 be excluded as applying to the Company and that accordingly Auditors be not reappointed.

D.T.C. Hayes

D.T.C. HAYES

Chairman.



No. 1182318

144

OL 17

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

-of-

SOUTHWARK COMPUTER SERVICES LIMITED

At an Extraordinary General Meeting of the Company held at 12 Tokenhouse Yard London EC2 on 6th February 1987 the following Resolution was passed as an Ordinary Resolution.

RESOLUTION

THAT :

- (1) The authorised share capital of the Company be increased to £2,000,000 by the creation of 1,999,900 Ordinary Shares of £1 each
- (2) In accordance with Section 80 of the Companies Act 1985 the Board of Directors be and are hereby generally and unconditionally authorised to issue and allot up to 1,999,900 Ordinary Shares of £1 each prior to 28th February 1987.

B. Carter
.....
Director





COMPANIES FORM No. 123

**Notice of increase
in nominal capital**

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

[145]

1182318

Name of company

* SOUTHWARK COMPUTER SERVICES LIMITED

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 6th February, 1987 the nominal capital of the company has been
increased by £ 1,399,900 beyond the registered capital of £ 1.00

§ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

The new Ordinary Shares rank pari passu with the existing
Ordinary Shares of the Company.

Please tick here if
continued overleaf

☐

† Delete as
appropriate

Signed

Edward M. Wright

(Director) (Secretary) ‡ Date

6/2/87

Presenter's name address and
reference (if any):

For official Use
General Section

Post room



COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

Please complete legibly, preferably in black type, or bold block lettering

* Insert full name of company

Note
Please read notes 1 to 4 on leaf before completing this form

† delete as appropriate

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

--	--	--	--

1	8	2	3	1	8
---	---	---	---	---	---

Name of company

*	S	E	C	T	H	A	R	I	C	O	M	P	A	T	E	R	S	E	R	V	I	C	E
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3	0	0	9
---	---	---	---

Day Month Year

3	0	0	9	1	9	8	7
---	---	---	---	---	---	---	---

The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed.

The company is a [subsidiary][holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____

and it is still in force.

Signed _____

Designation: Director

Date: 14 November 1987

‡ Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Presenter's name address and reference (if any):

For official Use
General Section

Post room

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THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARE

SPECIAL RESOLUTION

of

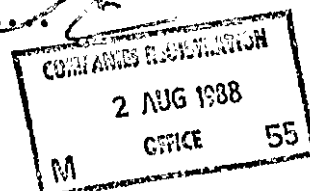
SOUTHWARK COMPUTER SERVICES LIMITED

At the Extraordinary General Meeting of the Company held at 60/68 St. Thomas Street, London SE1 on 24th June 1988 the following Resolution was passed as a Special Resolution:-

RESOLUTION

- "3(A) (2) to specialise in envelope, circular, newspaper and any other form of addressing; and to arrange for and generally undertake, perform and carry out any work or services whatsoever in connection with the postal and general distribution of prospectuses, notices, circulars, newspapers, periodicals, brochures, catalogues and literature of every description; also to provide select and other lists of addresses and generally to undertake and carry out all or any of the operations ordinarily undertaken performed and carried out in connection with such business.
- (3) To arrange for and generally undertake perform and carry out any work or services whatsoever in connection with the organisation and general administration of sales promotions and other promotions of any kind whatsoever and of competitions, lotteries and all other games of any kind whether or not run by others.
- (4) To arrange for and generally undertake perform and carry out any work or services whatsoever in connection with mail order, postal order or any other related business.
- (5) To undertake, perform and carry out all or any of the functions or operations ordinarily or which can conveniently and advantageously be performed and carried out by import, export and general merchants and traders either on the Company's own account as otherwise or as overseas and general manufacturers' agents and commission merchants, factors and commercial representatives and salesmen and generally to transact carry on and effect all kinds of direct and agency business.

.....
Secretary



1182318

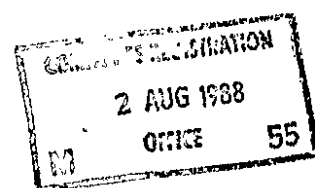
THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-of-

SOUTHWARK COMPUTER SERVICES LIMITED



THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-of-

SOUTHWARK COMPUTER SERVICES LIMITED

* 1. The name of the Company is Southwark Computor Services Limited.

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are:-

- (A) (1) To carry on business of providing data processing, computer and accounting services and to act as advisers, contractors and consultants on all matters connected with the operation and use of computers, to undertake data preparation, programming and processing, systems analysis and the operation of computers and to offer these services to any company, corporation, person or body and to buy and sell computer time; to act as specialists in commercial business developments and reconstructions, business consultants, organisers, managers, and investigators; secretaries and registrars of public or private limited companies or other business firms; business transfer agents, employment agents, shorthand writers, copy typists, company promoters, underwriters, financiers, bill brokers,

* By a Special Resolution passed on 23rd October 1974 the name of the Company was changed to Southwark Computer Services Limited.

insurance brokers and generally to undertake and execute agencies and commissions of any kind and offer secretarial services in all their branches.

- (2) To carry on business as proprietors of private schools and colleges and to organise and operate correspondence schools, residential courses, lectures and tutorial classes in all matters connected with data preparation, programming, processing and the operation of computers and to employ teachers, lecturers, examiners and any persons with specialised knowledge in these subjects.
- (3) To specialise in envelope, circular, newspaper and any other form of addressing; and to arrange for and generally undertake, perform and carry out any work or services whatsoever in connection with the postal and general distribution of prospectuses, notices, circulars, newspapers, periodicals, brochures, catalogues and literature of every description; also to provide select and other lists of addresses and generally to undertake and carry out all or any of the operations ordinarily undertaken performed and carried out in connection with such business.
- (4) To arrange for and generally undertake perform and carry out any work or services whatsoever in connection with the organisation and general administration of sales promotions and other promotions of any kind whatsoever and of competitions, lotteries and all other games of any kind whether or not run by others.
- (5) To arrange for and generally undertake perform and carry out any work or services whatsoever in connection with mail order, postal order or any other related business.
- (6) To undertake, perform and carry out all or any of the functions or operations ordinarily or which can conveniently and advantageously be performed and carried

out by import, export and general merchants and traders either on the Company's own account or otherwise or as overseas and general manufacturers' agents and commission merchants, factors and commercial representatives and salesmen and generally to transact carry on and effect all kinds of direct and agency business.

- (B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.
- (C) To purchase, take on lease, exchange, hire or otherwise acquire, any real or personal property or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.
- (E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

- (G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, Bonds or securities of any other company or corporation carrying on business in any part of the world.
- (H) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.
- (I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.
- (J) To lend money or give credit on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.
- (K) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (L) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.
- (M) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

- (N) To remunerate any person, firm or company rendering services to the Company in any manner and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (O) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.
- (P) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.
- (Q) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or Authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.
- (R) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (S) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (T) To do all such other things as may be deemed

incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the Members is limited.

* 5. The share capital of the Company is £100 divided into 100 shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as the Articles of Association may from time to time prescribe.

* By an Ordinary Resolution passed on 6th February 1987 the authorised share capital of the Company was increased to £2,000,000 by the creation of 1,999,900 Ordinary Shares of £1 each.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
MICHAEL JOHN HOPE 30, City Road, London, E.C.1. Company Formation Assistant	ONE
BRIAN GOLDSTEIN, 30, City Road, London, E.C.1. Company Director	ONE

DATED the day of 1988

WITNESS to the above signatures:-

ERIC CHARLES TURNER,
30 City Road,
London, E.C.1.

Company Formation Assistant.

242
Company No. 1182318

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION



-of-

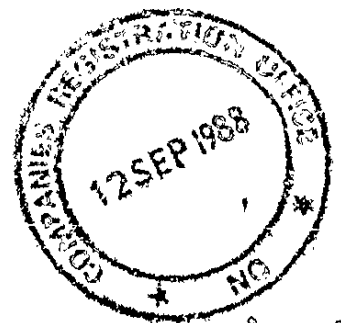
SOUTHWARK COMPUTER SERVICES LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at 60 08 St. James Street London W1 on 12th September 1988 the following Resolution was passed as a Special Resolution:-

RESOLUTION

THAT the name of the Company be changed to ACXION
U.K. LIMITED

.....
Secretary



CB 880
002880
E120
R

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1182318

I hereby certify that

SOUTHWARK COMPUTER SERVICES LIMITED

having by special resolution changed its name,
is now incorporated under the name of

ACXIOM U.K. LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 21 SEPTEMBER 1988

an authorised officer

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1965 as amended by Schedule 13 to the Insolvency Act 1986

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

--	--	--	--

118 2318

Name of company

* AXIOM (UK) LIMITED

* insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3	1	0	3
---	---	---	---

Note

Please read notes 1 to 4 overleaf before completing this form

The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year

3	1	0	3	1	9	8	9
---	---	---	---	---	---	---	---

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of SEOTHWARK COMPUTER SERVICES LTD

_____, company number 2071146

the accounting reference date of which is 31st MARCH

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____

and it is still in force.

Signed _____ Designation† Director Date 13th December '89

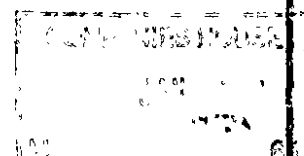
Presenter's name address and reference (if any):

AXIOM (UK) LTD
66/68 ST THOMAS ST
LONDON SE1 3QU

For official Use
General Secretary



Post room



† Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

THE COMPANIES ACT 1985 and 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

-of-

ACXIOM U.K. LIMITED

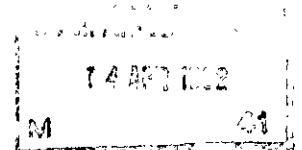
At an extraordinary general meeting of the Company held at 60-68 St Thomas Street, London EC2 on Monday 23rd March 1992 the following resolutions were passed in the case of resolutions 1 and 2, as ordinary resolutions, and in the case of resolution 3, as a special resolution:

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased to £5,000,000 by the creation of an additional 3,000,000 ordinary shares of £1 each.
2. THAT the directors be and are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 ("the Act") to exercise all or any of the powers of the Company to allot "relevant securities" (within the reasoning of the aforesaid section) up to an aggregate nominal amount of £3,000,000 (being the amount of authorised but unissued capital after passing resolution 1. above) for a period expiring (unless previous renewed, varied or revoked by the Company in general meeting) on 31st December 1996 and to make any offer or agreement which would or might require relevant securities of the Company to be allotted after such expiry and the directors may allot relevant securities pursuant to any such offer or agreement.

SPECIAL RESOLUTION

3. THAT the directors be and are hereby empowered for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on 31st December 1996 to allot equity securities (within the meaning of section 94 of the Act) of the Company pursuant to the authority conferred by resolution 2. above, as if Section 89(1) of the Act and clause 4 of the Articles of Association of the Company did not apply to such allotment and the directors shall be entitled to make at any time prior to



the expiry of the power hereby conferred any offer or agreement which would or might require equity securities to be allotted after the expiry of such power.


.....
CHAIRMAN

RAXB38\$2.13

G

COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

--	--	--	--

01182318

Name of company

* ACXIOM UK LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 23rd March 1992 the nominal capital of the company has been
increased by £ 3,000,000 beyond the registered capital of £ 2,000,000.

§ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. §


The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

Please tick here if
continued overleaf

☐

‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed



Designation‡ Director

Date March 23rd 1992

Presentor's name address and
reference (if any):

CLIFFORD CHANCE
BOYEX HOUSE
ALDERMANBURY SQUARE
LONDON EC2V 7LD

Ref: RAXB/A1872/00168/AJOW

For official Use
General Section

Post room

