

Form No. 41
(No registration fee payable)

Number of } 1245534
Company }

THE COMPANIES ACTS 1948 to 1967

Declaration of Compliance with the requirements of the Companies Act 1948 on application for registration of a Company

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

Insert the
Name of the
Company

COMPUTER ANALYSTS AND
PROGRAMMERS (UNITED KINGDOM) LIMITED

Presented by

Presenter's Reference 10/RGH/48791

Nabarro Nathanson,

211 Piccadilly,

London W1A 4SA.

I, ANDREW WILLIAM MACADIE

of 211 PICCADILLY LONDON W.1

(a) Here insert:
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
Secretary.

Do solemnly and sincerely declare that I am (a) a Solicitor of the Supreme

Court engaged in the formation

of COMPUTER ANALYSTS AND PROGRAMMERS

(UNITED KINGDOM) LIMITED.

~~XXXXXX~~

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 199 Piccadilly

London W1N 0AT

the 4th day of February

one thousand nine hundred and

Seventy Six

AW Macadie

Before me,

A. G. G. G.

A Commissioner for Oaths (b)

(b) Or Solicitor or
Notary Public or
Justice of the
Peace as the case
may be.

ANTI-FIT & ANTI-FIT
A SOLICITOR FOR OATHS
TO ADMINISTER OATHS

1245534 13

MEMORANDUM OF ASSOCIATION

- of -

COMPUTER ANALYSTS AND PROGRAMMERS
(UNITED KINGDOM) LIMITED

1. The name of the Company is COMPUTER ANALYSTS AND PROGRAMMERS (UNITED KINGDOM) LIMITED.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (A)
 - (i) To carry on business as designers, makers and suppliers of data, programmes and procedures of all kinds for use in connection with the recording, retrieval, analysis and processing of information by computers or by any other means whatever and of software of every kind and description including computer software products and to act as contractors and consultants for and advisers on all problems and matters connected with or in any way relating to the programming or use of computers, data processing equipment of all kinds and all machinery, equipment and parts ancillary thereto or for use in connection therewith.
 - (ii) To acquire and hold for investment shares, stocks, debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any company, and debentures, debenture stock, bonds obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad, and to leave money on deposit or otherwise with any Bank or Building Society and to act as and perform all the functions of a holding company or investment company.
 - (B) To purchase, take on lease or on hire or otherwise acquire, hold, develop, sell, hire out, grant leases or licences or otherwise dispose of or deal with real and personal property of all and any kinds and any interest, right or privilege therein, for such consideration and on such terms as may be considered expedient.

(C) To sell or otherwise dispose of the whole or any part of the business and/or undertaking of the Company, either together or in portions, for such consideration and on such terms as may be considered expedient.

(D) To purchase or otherwise acquire and undertake, and to supervise and manage, all or any part of the business, property, assets and liabilities of any person or company.

(E) To invest and deal with the monies of the Company not immediately required for the purpose of its business in or on such investments or securities and in such manner as may be considered expedient, and to dispose of or vary any such investments or securities.

(F) To enter into any partnership or into any arrangement for sharing profits or to amalgamate with any person or company carrying on or proposing to carry on any business.

(G) To lend or advance money or give credit to such persons or companies and on such terms as may be considered expedient, and to receive money on deposit or loan from any person or company.

(H) To borrow or raise money on such terms and on such security as may be considered expedient and, in particular, but without limiting the generality of the foregoing, by the issue or deposit of debentures, 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.

(I) To give indemnity for, or to guarantee, support or secure the performance of all or any of the obligations of any person or company whether by personal covenant or by mortgage, charge or lien on the whole or any part of the undertaking, property and assets of the Company both present and future, including its uncalled capital, or by all or any of such methods; and in particular, but without limiting the generality of the foregoing, to give indemnity for, or to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien, or by all or any of such methods, the performance of all or any of the obligations (including the repayment or payment of the principal and premium of, and interest on, any securities) of any company which is for the time being the Company's holding company or subsidiary (as defined by Section 154 of the Companies Act 1948) or another subsidiary of any such holding company.

(J) To pay for any property, assets or rights acquired by the Company, and to discharge or satisfy any debt, obligation or liability of the Company, either in cash or in shares, with or without preferred or deferred rights

(15) To accept payment for any property, estate or rights disposed of or dealt with or for any services rendered by the Company, or in discharge or satisfaction of any debt, obligation or liability to the Company, either in cash or in shares, with or without delivered or preferred rights in respect of dividend or repayment of capital or otherwise, or in any other securities, or partly in one way and partly in another, and generally on such terms as may be considered expedient.

(M) 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, stock, debentures, bonds and other securities of any company on such terms as to remuneration and otherwise as may be considered expedient.

(O) To draw, make, accept, endorse, negotiate, ~~draw~~, execute and issue promissory notes, bills of exchange, ~~scrip~~, warrants and other transferable or negotiable instruments.

(P) To establish and maintain or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company, or any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well being of, the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid without prejudice to the generality of the foregoing to not either alone

or jointly as trustee or administrator for the furtherance of any of the aforesaid purposes.

(Q) To establish, on and subject to such terms as may be considered expedient, a scheme or schemes for or in relation to the purchase of, or subscription for, any fully or partly paid shares in the capital of the Company by, or by trustees for, or otherwise for the benefit of, employees of the Company or of its subsidiary or associated companies.

(R) To subscribe or guarantee money for any national, charitable, benevolent, public, general, political or useful object, and to undertake and execute any trusts and undertaking whereof may be considered expedient, and either gratuitously or otherwise.

(S) 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 any rights, concessions, privileges, licences and permits, and to promote any legislation, as may be considered expedient.

(T) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposal 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 shall be made except with the sanction (if any) for the time being required by law.

(U) To remunerate any person or company rendering services to the Company in any manner and to pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company and of any other company formed, promoted, financed or assisted by the Company, or which the Company shall consider to be in the nature of preliminary expenses in relation to the Company or any such other company, including the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters.

(V) To carry on any 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 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 and to do all other things as may be deemed incidental or conducive to the attainment of any of the objects of the Company.



(W) 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, contractors, trustees or otherwise.

It is hereby declared (1) that, where the context so admits, the word "company" in this Clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1948 and (2) that the objects specified in each of the sub-clauses of this Clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each defined the objects of a separate and distinct company.

4. The liability of Members is limited.

5. The share capital of the Company is £2,000 divided into 2,000 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
 211, Piccadilly London, W.1. Lawyer	One
 211 Piccadilly London, W.1 Solicitor's Articles Clerk	One

Dated the 4th day of February 1976

Witness to the above signatures :



Solicitor,

211 Piccadilly London W.1.

COMPANY LIMITED BY SHARES

1245534 /4

ARTICLES OF ASSOCIATION

-of-

COMPUTER ANALYSTS AND PROGRAMMERS
(UNITED KINGDOM) LIMITED

PRELIMINARY

1. The Company shall be a private Company within the meaning of the Companies Act 1948 (as amended) ("the Act") and the regulations contained in Part I of Table A in the First Schedule to the Act (hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby.

PRIVATE COMPANY

2. The Company is a Private Company, and accordingly :-

(A) The right to transfer shares in the Company shall be restricted in manner hereinafter appearing.

(B) The number of members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were while in such employment and having continued after the determination of that employment to be members of the Company) is limited to fifty; Provided that where two or more persons shall hold one or more shares in the Company jointly they shall for the purpose of this paragraph be treated as a single member.

(C) No invitation shall be made to the public to subscribe for any shares or debentures in the Company.

SHARE CAPITAL

3. The share capital of the Company is £2,000 divided into 2,000 shares of £1 each.

4. Subject to the provisions of Section 58 of the Act, any Preference Shares may with the sanction of a Special Resolution be issued on the terms that they are, or at the option of the Company are liable, to be redeemed. Regulation 3 of Table A shall not apply.

6. The Company shall be under the control of its directors, who may also act as persons indebted to the Company, subject to the provisions of any agreement entered into by the Company, and in the case of shares other than those in the registered capital of the Company, subject to any directions contained in the Memorandum of the Company creating the same.

LIEU

6. The lien conferred by Regulation 11 of Table A shall extend to fully paid 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 several joint holders.

TRANSFER OF SHARES

7. 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. Regulation 24 of Table A shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

8. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum. Regulation 53 of Table A shall not apply.

9. 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 attend and vote at General Meetings of the Company or of the holders of any class of shares thereof shall be as effective as if the same had been passed at a General Meeting of the Company, or of the holders of any such class of shares, duly convened and held, and may consist of several documents in the like form, each signed by one or more persons. In the case of a corporation the Resolution may be signed on its behalf by a Director thereof or by its duly appointed attorney or duly authorised representative.

DIRECTORS

10. The minimum number of Directors shall be one and there shall be no maximum number. The first Directors shall be appointed in writing by the subscribers to the Memorandum of Association. Regulation 75 of Table A shall not apply.

11. (A) The remuneration of the Directors shall from time to time be determined by the Directors. Such remuneration shall be deemed to accrue from day to day. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or in connection with the business of the Company.

(B) Any Director who is appointed to any executive office or who serves on any committee or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.

12. A Director shall not be required to hold any shares of the Company by way of qualification. Regulation 77 of Table A shall not apply.

BORROWING POWERS

13. The Directors may exercise all the powers conferred upon them by Regulation 79 of Table A without any limit on the amount for the time being remaining undischarged of monies so borrowed or secured and the proviso limiting such amount contained in that Regulation shall not apply.

POWERS AND DUTIES OF DIRECTORS

14. Provided that a Director declares his interest in a contract or arrangement or proposed contract or arrangement with the Company in manner provided by Section 199 of the Act he shall be counted in the quorum of any meeting of Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof. Paragraphs (2) and (4) of Regulation 84 of Table A shall not apply.

15. The Directors may dispense with the keeping of attendance books for meetings of the Directors or committees of the Director. Regulation 86 of Table A shall be modified accordingly.

16. The Directors shall have power to pay and agree to pay pensions or other retirement, superannuation, death or disability benefits to or to any person in respect of any Director or ex Director who may hold or have held any executive office or any office of profit under the Company or any subsidiary of the Company and for the purpose of providing any such pensions or other benefits to contribute to any scheme or fund or to pay premiums. A Director may vote at a meeting of Directors in respect of any matter referred to in this Article, notwithstanding that he is personally interested in such matter and shall be counted in the quorum present at the meeting. Regulation 87 of Table A shall not apply.

DISQUALIFICATION OF DIRECTORS

17. The office of Director shall be vacated if a Director :-

(A) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(B) Becomes incapable by reason of mental disorder within the meaning of the Mental Health Act, 1959 of exercising his functions as Director; or

(C) Becomes prohibited from being a Director by reason of any order under Section 188 of the Act; or

(D) Resigns his office by notice in writing to the Company; or

(E) Be removed from office under Section 184 of the Act or by Extraordinary Resolution of the Company; or

(F) Is served with written notice under the hand of a Director or the Secretary of any Company which is for the time being the Company's holding Company (as defined by Section 154 of the Act) that the Board of Directors of such Company has resolved that his appointment be terminated; or

(G) Has for more than six months been absent from the meetings of the Directors held within that period without permission of the Directors, and the Directors resolve that his office is vacated;

and Regulation 88 of Table A shall not apply.

18. No person shall be disqualified from being or becoming a Director of the Company by reason of his attaining or having attained the age of 70 years or any other age.

ROTATION OF DIRECTORS

19. The Directors of the Company shall not retire by rotation and Regulations 89 to 94 (inclusive) of Table A shall not apply.

20. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company either to fill a casual vacancy or as an addition to the Board. Subject to Article 17 hereof and to Regulation 96 of Table A a Director may be appointed under this Article to hold office for life or any other period or upon such terms in respect of his retirement as the Directors shall at the time of his appointment determine. Regulation 95 of Table A shall not apply.

PROCEEDINGS OF DIRECTORS

21. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and until so fixed, shall, except when one Director only is in office, be two. When one Director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the Company as by the Regulations of the Company are conferred on the Board of Directors. Regulations 99 and 100 of Table A shall not apply.

22. A Resolution determined on without any Meeting of Directors and evidenced by writing under the hands of all the Directors or a sole Director shall be valid and effectual for all purposes as a Resolution of the Directors passed at a Meeting duly convened, held and constituted. Regulation 106 of Table A shall not apply.

DIVIDENDS

23. The payment by the Directors of any unclaimed dividend or other monies payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed after a period of twelve years from the date of declaration of such dividend shall be forfeited and shall revert to the Company.

NOTICES

24. A member, who under the provisions of these Articles or the terms on which he holds any share, is not entitled to attend and vote at any General Meeting of the Company shall not be entitled to receive notice of such Meeting. Paragraph (b) of Regulation 134 of Table A shall not apply.

INDEMNITY

25. In addition to the indemnity contained in Regulation 136 of Table A and subject to the provisions of Section 205 of the Act, 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 of and discharge of the duties of his office.

NAMES, ADDRESSES AND
DESCRIPTIONS OF SUBSCRIBERS



211 Piccadilly,
London, W.1.
Lawyer

John J. Crowell

211 Piccadilly
London W.1.

Solicitor & Articled Clerk

Dated the 4th day of February 1973

Witness to the above signatures :

John W. Selby

Solicitor

211 Piccadilly

London W.1.



CERTIFICATE OF INCORPORATION

No. 1245534

I hereby certify that

COMPUTER ANALYSTS AND PROGRAMMERS (UNITED KINGDOM) LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 23rd February 1976

N Taylor
N. TAYLOR

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

-of-

COMPUTER ANALYSTS AND PROGRAMMERS (UNITED KINGDOM) LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held on 28th May 1982 the following Resolutions were duly passed as Special Resolutions:-

1. That the capital of the Company be increased to £4,500 by the creation of 2,500 Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares in the capital of the Company
2. This Meeting ratifies and approves the Agreement made the 28th April 1982 between J.M. Ockenden and Others (1) the Company (2) and CAP Group Limited (formerly CAP-CPP Group Limited) (3) a copy whereof was produced to the Meeting and for the purpose of identification initialled by the Chairman. The Directors are hereby authorised to allot and issue by not later than 30th June 1982 2,500 Ordinary Shares of £1 each of the Company credited as fully paid up in accordance with the Agreement and Section 17(1) of the Companies Act 1980 shall not apply to such allotment and issue.
3. The Articles of Association of the Company be altered by the deletion of Article 3 thereof and the substitution therefor of the following new Article:-

"3. The share capital of the Company is £4,500 divided into 4,500 Ordinary Shares of £1 each"

[Signature]
CHAIRMAN

55

Certified a true copy of the original document-

Bruce L. Banks
Company Secretary



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THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

Please do not write in
this binding margin ↓

To the Registrar of Companies

For official use

Company number

Name of Company

21

1245534

COMPUTER ANALYSTS AND PROGRAMMERS (UNITED KINGDOM)

Limited *

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [~~ordinary~~][~~extraordinary~~][special] [†] resolution of the company dated 28th May 1982 the nominal capital of the company has been increased by the addition thereto of the sum of £ 2,500 beyond the registered capital of £ 2,000

A printed copy of the resolution authorising the increase is forwarded herewith.

The additional capital is divided as follows:

Number of shares	Class or share	Nominal amount of each share
2,500	Ordinary	£1

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (e.g. voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been or are to be issued are as follows:

The new Shares rank pari passu in all respects with the existing Ordinary Shares in the capital of the Company.

Please tick here if
continued overleaf
☐
Signed Brian G. Banks [Director] [Secretary] [†] Date 28th May 1982Presentor's name, address and
reference (if any):

Nabarro Nathanson
76 Jermyn Street
London SW1Y 6NR

10/RGH/TB/152450

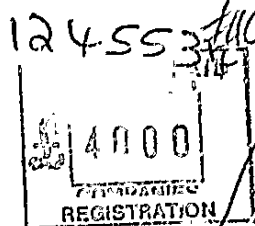
For official use
General section

55

Post received



11-8-82



SPECIAL RESOLUTION

THE COMPANIES ACTS 1948 TO 1982

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

COMPUTER ANALYSTS AND PROGRAMMERS (UNITED KINGDOM) LIMITED

PASSED AT AN EXTRAORDINARY GENERAL

MEETING HELD ON 28TH MAY 1982

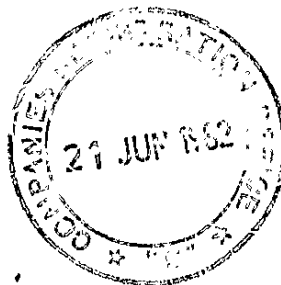
At an Extraordinary General Meeting of the above named Company convened at short notice by unanimous consent of the members and held on 28th May 1982 the following resolution was duly passed as a Special Resolution:-

"That the name of the Company be and is hereby changed to CAP (UK) Limited."

Bruni L. Brinks.
Company Secretary.



md
#160 p194
502573



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

1245534

No.

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I hereby certify that

COMPUTER ANALYSTS AND PROGRAMMERS (UNITED KINGDOM)
LIMITED

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

CAP (UK) LIMITED

Given under my hand at Cardiff the

14TH JULY 1982

A handwritten signature in dark ink, appearing to read 'R. V. Jones'.

Assistant Registrar of Companies

C172

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
(As altered by special resolution passed on 28th May 1982)

- of -

COMPUTER ANALYSTS AND PROGRAMMERS
(UNITED KINGDOM) LIMITED

PRELIMINARY

1. The Company shall be a private Company within the meaning of the Companies Act 1948 (as amended) ("the Act") and the regulations contained in Part I of Table A in the First Schedule to the Act (hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby.

PRIVATE COMPANY

2. The Company is a Private Company, and accordingly :-
- (A) The right to transfer shares in the Company shall be restricted in a manner hereinafter appearing
- (B) The number of members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were whilst in such employment and having continued after the determination of that employment to be members of the Company) is limited to fifty; Provided that where two or more persons shall hold one or more shares in the Company jointly they shall for the purpose of this paragraph be treated as a single member.
- (C) No invitation shall be made to the public to subscribe for any shares or debentures in the Company.

SHARE CAPITAL

- NOTE: Clause 3 adopted by special resolution passed on 28th May 1982
3. The share capital of the Company is £4,500 divided into 4,500 ordinary shares of £1 each.
4. Subject to the provisions of Section 58 of the Act, any Preference Shares may with the sanction of a Special Resolution be issued on the terms that they are, or at the option of the Company are liable to be redeemed. Regulation 3 of Table A shall not apply.



5. 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, but subject to the provisions of any agreement binding on the Company and in the case of shares other than those in the original capital of the Company, subject to any directions contained in the resolution of the Company creating the same.

LIEN

6. The lien conferred by Regulation 11 of Table A shall extend to fully paid 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 several joint holders.

TRANSFER OF SHARES

7. 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. Regulation 24 of Table A shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

8. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum. Regulation 53 of Table A shall not apply.

9. 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 attend and vote at General Meetings of the Company or of the holders of any class of shares thereof shall be as effective as if the same had been passed at a General Meeting of the Company, or of the holders of any such class of shares, duly convened and held, and may consist of several documents in the like form, each signed by one or more persons. In the case of a corporation the Resolution may be signed on its behalf by a Director thereof or by its duly appointed attorney or duly authorised representative.

DIRECTORS

10. The minimum number of Directors shall be one and there shall be no maximum number. The first Directors shall be appointed in writing by the subscribers to the Memorandum of Association. Regulation 75 of Table A shall not apply.

11. (A) The remuneration of the Directors shall from time to time be determined by the Directors. Such remuneration shall be deemed to accrue from day to day. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or in connection with the business of the Company.

(B) Any Director who is appointed to any executive office or who serves on any committee or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a

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Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.

12. A Director shall not be required to hold any shares of the Company by way of qualification. Regulation 77 of Table A shall not apply.

BORROWING POWERS

13. The Directors may exercise all the powers conferred upon them by Regulation 79 of Table A without any limit on the amount for the time being remaining undischarged of monies so borrowed or secured and the proviso limiting such amount contained in that Regulation shall not apply.

POWERS AND DUTIES OF DIRECTORS

14. Provided that a Director declares his interest in a contract or arrangement or proposed contract or arrangement with the Company in manner provided by Section 199 of the Act he shall be counted in the quorum of any meeting of Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof. Paragraphs (2) and (4) of Regulation 84 of Table A shall not apply.

15. The Directors may dispense with the keeping of attendance books for meetings of the Directors or committees of the Directors. Regulation 86 of Table A shall be modified accordingly.

16. The Director shall have power to pay and agree to pay pensions or other retirement, superannuation, death or disability benefits to or to any person in respect of any Director or ex Director who may hold or have held any executive office or any office of profit under the Company or any subsidiary of the Company and for the purpose of providing any such pensions or other benefits to contribute to any scheme or fund or to pay premiums. A Director may vote at a meeting of Directors in respect of any matter referred to in this Article, notwithstanding that he is personally interested in such matter and shall be counted in the quorum present at the meeting. Regulation 87 of Table A shall not apply.

DISQUALIFICATION OF DIRECTORS

17. The office of Director shall be vacated if a Director :-

- (A) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (B) Becomes incapable by reason of mental disorder within the meaning of the Mental Health Act, 1959 of exercising his functions as Director; or
- (C) Becomes prohibited from being a Director by reason of any order under Section 188 of the Act; or
- (D) Resigns his office by notice in writing to the Company; or
- (E) Be removed from office under Section 184 of the Act or by Extraordinary Resolution of the Company; or

(F) Is served with written notice under the hand of a Director or the Secretary of any Company which is for the time being the Company's holding Company (as defined by Section 154 of the Act) that the Board of Directors of such Company has resolved that his appointment be terminated; or

(G) Has for more than six months been absent from the meetings of the Directors held within that period without permission of the Directors, and the Directors resolve that his office is vacated:

and Regulation 88 of Table A shall not apply.

18. No person shall be disqualified from being or becoming a Director of the Company by reason of his attaining or having attained the age of 70 years or any other age.

ROTATION OF DIRECTORS

19. The Directors of the Company shall not retire by rotation and Regulations 89 to 94 (inclusive) of Table A shall not apply.

20. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company either to fill a casual vacancy or as an addition to the Board. Subject to Article 17 hereof and to Regulation 96 of Table A a Director may be appointed under this Article to hold office for life or any other period or upon such terms in respect of his retirement as the Directors shall at the time of his appointment determine. Regulation 95 of Table A shall not apply.

PROCEEDINGS OF DIRECTORS

21. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and until so fixed, shall, except when one Director only is in office, be two. When one Director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the Company as by the Regulations of the Company are conferred on the Board of Directors. Regulations 99 and 100 of Table A shall not apply.

22. A resolution determined on without any Meeting of Directors and evidenced by writing under the hands of all the Directors or a sole Director shall be valid and effectual for all purposes as a Resolution of the Directors passed at a Meeting duly convened, held and constituted. Regulation 106 of Table A shall not apply.

DIVIDENDS

23. The payment by the Directors of any unclaimed dividend or other monies payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed after a period of twelve years from the date of declaration of such dividend shall be forfeited and shall revert to the Company.

NOTICES

24. A member, who under the provisions of these Articles or the terms on which he holds any share, is not entitled to attend and vote at any General Meeting of the Company shall not be entitled to receive notice of such Meeting. Paragraph (b) of Regulation 134 of Table A shall not apply.

INDEMNITY

25. In addition to the indemnity contained in Regulation 136 of Table A and subject to the provisions of Section 205 of the Act, 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 of and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTION
OF SUBSCRIBERS

R. G. HOLT
211 Piccadilly,
London W.1.
Lawyer

JOHN J. QUARRELL
211 Piccadilly,
London W.1.
Solicitor's Articled Clerk

Dated the 4th day of February 1976

Witness to the above signatures :

John W. Selley
Solicitor
211 Piccadilly,
London W.1.

G

COMPANIES FORM No.225(1)

Notice of new accounting reference date given during the course of an accounting reference period**225(1)**

Pursuant to section 225(1) of the Companies Act 1985

To the Registrar of Companies

For official use

Company Number

--	--	--

1245534

Name of Company

CAP (UK) Limited

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 having come, to an end is as shown below:

Day Month

31/12

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

31/12/1988

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
Sema Group plc
company number 1240677
the accounting reference date of which is 31/12

Signed

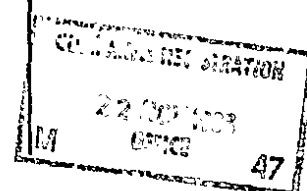
[Director][Secretary] Date 21/11/88

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

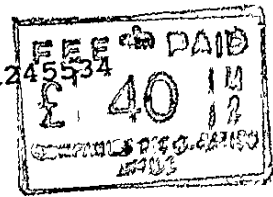
S L Ward
22 Long Acre
LONDON
WC2E 9LY

For official Use
General Section

Post room



No. 1245534



The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

RESOLUTION

OF

CAP (UK) LIMITED

At an Extraordinary General Meeting of the above named company duly convened and held on Monday 24th October 1988, the following resolution was duly passed as a Special Resolution.

Special Resolution

that:

"The name of the company be changed to Sema Group UK Limited".


CHAIRMAN



MB L40

516011.

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1245534

I hereby certify that

CAP (UK) LIMITED

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

SEMA GROUP UK LIMITED

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

96 *[Signature]*
M. ROSE

an authorised officer