Form No. 41

THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Pursuant to section 15(2) of the Companies Act 1948 as amended by the Companies Act 1976

Please do not write in this binding margin

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

Company number 1420136

Name of Company

DOWERBOND. Limited*

* delete if inappropriate

I, Michael John Hope,

of 30, City Road,

London, EC1Y 2DE

do solemnly and sincerely declare that I am † a person named as Secretary of the Company in the statement delivered under section 21 of the Companies Act 1976

of DOWERBOND. Limited*

† Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

and that all the requirements of the Companies Acts 1948 to 1976 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,
London EC1Y 2DE

the _____ day of _____

One thousand nine hundred and _____

before me W L Beans
A Commissioner for Oaths ‡

‡ or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

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

For official use

General section | Post room

Express Company Registrations Ltd.
30 City Road, London, EC1Y 2DE

THE COMPANIES ACTS 1948 to 1976.

1420136 | 3

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

DOWERBOND LIMITED

COMPANIES 23 FEB 1979

1. The name of the Company is DOWERBOND 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.

REGISTRATION OFFICE 4 MAY 1979 COMPANIES

(B) to carry on any other business or trade which in the opinion of the Directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or 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 or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, whether tangible or intangible and wheresoever situate, which the Company may think necessary or convenient for the purposes of its business and to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof 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 and 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 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, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be;

(F) to apply for and take out, 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 or 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 monies 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 receive money on deposit or loan from and give guarantees or become security for any persons, firms or 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 acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company;

(M) 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 the shares, stock or securities of any other company formed or to be formed;

(N) to establish, promote, finance or otherwise 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;

(O) to pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company;

(P) to accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company;

(Q) to draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments;

(R) to establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the Directors, ex-Directors, 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 to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent, or useful object of a public character;

(S) 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 be made except with the sanction (if any) for the time being required by law;

(T) 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;

(U) 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 the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

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

DATED the 20th day of February 1979

WITNESS to the above signatures :

JOHN REGAN
30, City Road,
London, E.C.1.

Company Search Assistant.

THE COMPANIES ACTS 1948 to 1976.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

1420136 | 4

DOWERBOND LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948, as amended, (hereinafter referred to as "Part II of Table A"), shall apply to the Company.

2. Regulations 3, 24, 53, 75, 77, 79 and 88 of Part I of Table A in the said schedule (hereinafter referred to as "Part I of Table A") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Part I of Table A, and regulations 2 to 5 inclusive of Part II of Table A, subject to the modifications hereinafter contained, shall constitute the regulations of the Company.

SHARES

3. The shares shall be at the disposal of the directors who may allot, grant options over, or otherwise dispose of them on such terms and in such manner as they think fit, subject to regulation 2 of Part II of Table A and to the provisions of the next following Article and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

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, before they are issued, be offered to the members in proportion as nearly as possible to the nominal value of 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.

5. Subject to the provisions of section 58 of the Act, any preference shares may with the sanction of a special resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN

6. The lien conferred by regulation 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

7. (a) Any share may be transferred to a person who is already a member of the Company.

(b) Any share may be transferred by a member of the Company to the spouse, child or remoter issue or parent, brother or sister of that member, and any shares of a deceased member may be transferred by his personal representatives to any widow, widower, or any other such relative as aforesaid of such deceased member or may be transferred to or placed in the names of his or her executors or trustees.

(c) Any share standing in the names 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. In any such circumstances as are set out in Article 7 hereof, regulation 3 of Part II of Table A shall not apply save

(a) to ensure that the number of members shall not exceed the prescribed limit;

(b) to prevent a transfer of shares on which the Company has a lien; or

(c) to prevent a transfer of shares to any infant, bankrupt or person of unsound mind.

9. The proviso to regulation 32 of Part I of Table A shall not apply to the Company.

GENERAL MEETING

10. Every notice convening a general meeting shall comply with the provisions of section 136(2) of the Act as to giving information to members in regard to their

right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the auditor for the time being of the Company.

11. Regulation 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

12. 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. A director shall not require any share qualification but shall nevertheless be entitled to attend and speak at any general meeting of the Company or at any separate meeting of the holders of any class of shares of the Company.

13. The first director or directors of the Company shall be the person or persons named as the first director or directors of the Company in the statement delivered under section 21 of the Companies Act 1976.

BORROWING POWERS

14. The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

15. Paragraphs (2) and (4) of regulation 84 of Part I of Table A shall not apply. A director may vote 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 the quorum present at any meeting at which any such contract or arrangement is considered.

16. Any director may appoint any person approved by the board of directors to be an alternate director and such appointment shall have effect and such appointee, whilst he hold 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 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 Article shall be in writing under the hand of the director making the same.

DISQUALIFICATION OF DIRECTORS

17. The office of a director shall be vacated:-

(a) if he resigns his office by notice in writing to the Company;

(b) if he becomes bankrupt or enters into any arrangement with his creditors;

(c) if he is prohibited from being a director by an order made under section 188 of the Act, under section 28 of the Companies Act 1976; or under section 9 of the Insolvency Act 1976;

(d) if he becomes of unsound mind; or

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

THE SECRETARY

18. The first secretary of the Company shall be the person named as the first secretary of the Company in the statement delivered under section 21 of the Companies Act 1976.

NOTICES

19. In regulation 131 of Part I of Table A, all the words after the words "a letter containing the notice" shall be omitted, and in substitution therefor there shall be inserted the words "and, if posted by pre-paid first-class mail, to have been effected at the expiration of 24 hours after the letter containing the same is posted, and, if posted by any other class of pre-paid mail, at the time at which the letter would be delivered in the ordinary course of post".

INDEMNITY

20. In addition to the indemnity contained in regulation 136 of Part I 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 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.

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

Company Formation
Assistant.

DATED the 20th day of February 19 79

WITNESS to the above signatures :

JOHN REGAN
30, City Road,
London, E.C.1.

Company Search Assistant.

THE COMPANIES ACTS 1948 TO 1976

Form No. 1

Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not write in this binding margin

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

Company number 04201365

Name of Company

DOWERBOND

Limited*

* delete if inappropriate

The intended situation of the registered office of the company on incorporation is as stated below

If the memorandum is delivered by an agent for the subscribers of the memorandum, please mark 'X' in the box opposite and insert the agent's name and address below

X

Express Company Registrations Limited,
30, City Road,
London, EC1Y 2DE

If the spaces provided on page 2 are insufficient and use has been made of continuation sheets (see note 1), please enter in the box opposite the number of continuation sheets which form part of this statement

Presentor's reference (if any):

For official use

General section

Post room

Supplied by
Express Co. Registrations Ltd.
30 City Road, London EC1

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin

Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2) Michael John Hope	Business occupation Company Formation Assistant
Former name(s) (note 3) NONE	Nationality BRITISH
Address (note 4) 30, City Road, London, EC1Y 2DE	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5) NONE	
I hereby consent to act as director of the company named on page 1	
Signature	Date 20

Name (note 2) Eric Charles Turner	Business occupation Company Formation Assistant
Former name(s) (note 3) NONE	Nationality BRITISH
Address (note 4) 30, City Road, London, EC1Y 2DE	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5) NONE	
I hereby consent to act as director of the company named on page 1	
Signature	Date

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7) Michael John Hope	
Former name(s) (note 3) NONE	
Address (notes 4 & 7) 30, City Road, London, EC1Y 2DE	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

Signed by or on behalf of the subscribers of the memorandum*

* as required by section 21(3) of the Companies Act 1976

Signature [Subscriber] ~~[Agent]~~† Date

† delete as appropriate

Signature [Subscriber] ~~[Agent]~~† Date

CERTIFICATE OF INCORPORATION

No. 1420136

I hereby certify that

DOWERBOND LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the Company is Limited.

Given under my hand at Cardiff the 16TH MAY 1979

E. A. WILSON

Assistant Registrar of Companies

C.173

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

DOWERBOND LIMITED

Passed on the 1st day of June 19 79

AT an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at 30 City Road, London E.C.1.

on the 1st day of June 19 79 the following ORDINARY RESOLUTION was duly passed:-

RESOLUTION

THAT the capital of the Company be increased to £ 20,000 by the Creation of an additional 19,900 shares of £1 each to rank pari passu in all respects with the existing shares in the capital of the Company.

COMPANIES REGISTRATION OFFICE
-7 SEP 1979

.....

DIRECTOR / SECRETARY

COMPANIES REGISTRATIONS LTD
30, CITY ROAD,
LONDON E.C.1.

63

COMPANIES REGISTRATION OFFICE
28 AUG 1979

No of Company 1420136 / 13

THE COMPANIES ACTS 1948 TO 1967

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company POWERBOND Limited*

hereby gives you notice that by ordinary/~~extraordinary/special~~** resolution of the company dated the 1st June, 1979, the nominal capital of the company has been increased by the addition thereto of a sum of £ 19,900 beyond the registered capital of £ 100

The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
19,900	ORDINARY	£1

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 follows:-
(If any of the shares are preference shares state whether they are redeemable or not)
TO RANK PARI PASSU IN ALL RESPECTS WITH EXISTING SHARES IN THE SHARE CAPITAL OF THE COMPANY

Signed [signature]

State whether Director or Secretary

Date 29-7-79

*Delete "Limited" if not applicable
**Delete as necessary

(see notes overleaf)

COMPANIES REGISTRATION OFFICE - 7 SEP 1979

Presented by:

Presentor's reference:

COMPANIES REGISTRATION OFFICE 28 AUG 1979

Form No. 10

Margin reserved for binding

No. of Company 1420136 /16

THE COMPANIES ACTS, 1948 to 1967

062640/4

Special Resolution

Pursuant to Section 141 (8).

OF

DOWERBOND LIMITED

RES. FOR PUBLIC FILE
NO ACTION TAKEN

Passed on the 27th day of July 1979

AT an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened, and held at 6, Woodseats Road, Sheffield S8 OPD on the 27th day of July 1979 the following SPECIAL RESOLUTION was duly passed :-

RESOLUTION

THAT the name of the Company be changed to :-

Servo Computer Services Limited

RES. FOR PUBLIC FILE
NO ACTION TAKEN

Director / Secretary

Presented for filing by

EXPRESS COMPANY REGISTRATIONS LTD.
30, CITY ROAD,
LONDON E.C.1

COMPANIES REGISTRATION OFFICE
-6 AUG 1979

Number of Company } 1420136

18

The Companies Acts 1948 *to* 1976

COMPANY LIMITED BY SHARES

Special Resolution

(*Pursuant to s. 141 (2) of the Companies Act 1948*)

OF

DOWERBOND LIMITED LIMITED

Passed 1st August , 19 80

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 6, Woodseats Road, Sheffield S8 0FD

on the 1st day of August , 1980 the subjoined SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

That the name of the Company be changed to Servo Computer Services Limited.

Signature ..... To be signed by the Chairman, a Director, or the Secretary of the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).

DWE 40 006439

COMPANIES REGISTRATION 10 SEP 1980 72 OFFICE

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F23912. 10/77.

Companies 7

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 1420136

I hereby certify that

DOWERBOND LIMITED

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

SERVO COMPUTER SERVICES LIMITED

Given under my hand at Cardiff the 5TH DECEMBER 1980

Assistant Registrar of Companies

C.172

Form No. 3a

THE COMPANIES ACTS 1948 TO 1976

Notice of new accounting reference date given after the end of an accounting reference period

Pursuant to section 3(2) of the Companies Act 1976

Please do not write in this binding margin

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

To the Registrar of Companies

For official use: 2.6

Company number: 1420136

Name of company

SERVO COMPUTER SERVICES Limited*

*delete if inappropriate

Note
Please read notes 1 to 5 overleaf before completing this form

hereby gives you notice in accordance with section 3(2) of the Companies Act 1976 that the company's new accounting reference date on which the previous 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 as shown below:

Day	Month
30	06

*delete as appropriate

The previous 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
30	06	1982

‡delete as appropriate

The company is a [~~subsidiary~~] [holding company]‡ of DISPATCH LTD

, company number 1467360

the accounting reference date of which is 30th June

§delete as appropriate

Signed [Director] [~~Secretary~~]§ Date 15th June 1982

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

TEW/5118

For official use
General section

Post room

COMPANIES REGISTRATION 10 JUN 1982

COMPANIES REGISTRATION 23 JUL 1982

COMPANIES FORM No. 122

Notice of consolidation, division, sub-division, redemption or cancellation of shares, or conversion, re-conversion of stock into shares

122

Please do not write in this margin

Pursuant to section 122 of the Companies Act 1985

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

To the Registrar of Companies

For official use [138]

Company number 1420136

Name of company

*Insert full name of company

* SERVO COMPUTER SERVICES LIMITED

gives notice that:

The Authorised Share Capital of £20,000 presently denominated in 20,000 Ordinary Shares of £1 each will be sub-divided into 2,000,000 Shares of £0.01 each.

†Delete as appropriate

Signed [Director]~~[Secretary]~~† Date 16/3/87

Presentor's name, address and reference (if any):
Landin, Wilcock & Co.,
68, Queen Street,
Sheffield, S1 1WR.

RCO/DJB/S385

For official use
General Section

Post room

COMPANIES REGISTRATION 19 MAR 1987 OFFICE

Oyez The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscott Street, London SE1 5TS

1985 Edition
11.86 F5467
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* * * * *

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COMPANIES FORM No. 123

Notice of increase in nominal capital

123

1011

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 1420136

Name of company

* SERVO 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 1ST OCTOBER 1987 the nominal capital of the company has been increased by £ 9980000 beyond the registered capital of £ 20000.

§ 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 ☐

† delete as appropriate

Signed [Director][Secretary]† Date 1.10.87

PRINTED AND SUPPLIED BY Jordans
JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 6EL
TELEPHONE 01 253 3030
TELEX 261010

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

LANDIN, WILCOCK & CO.,
68 QUEEN STREET,
SHEFFIELD,
S1 1WR.

RCO/JL/S 385

For official Use
General Section

Post room

COMPANIES REGISTRATION
25 NOV 1987
M OFFICE 10

COMPANIES FORM No. 122

Notice of consolidation, division, sub-division, redemption or cancellation of shares, or conversion, re-conversion of stock into shares

122

Please do not write in this margin

Pursuant to section 122 of the Companies Act 1985

10.1

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

To the Registrar of Companies

For official use

Company number 1420136

Name of company

*Insert full name of company

* SERVO COMPUTER SERVICES LIMITED

gives notice that:

THE AUTHORISED SHARE CAPITAL OF £10,000,000 PRESENTLY DENOMINATED - 1,000,000,000 ORDINARY SHARES OF £0.01 EACH WILL BE CONSOLIDATED INTO 100,000,000 ORDINARY SHARES OF £0.10 EACH.

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

Signed

Designation† Date 1.10.87

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

LANDIN, WILCOCK & CO.,
68 QUEEN STREET,
SHEFFIELD,
S1 1WR.

RCO/JL/S 385

For official use
General Section

Post room

COMPANIES REGISTRATION OFFICE
25 NOV 1987
90

The Solicitors' Law Stationery Society plc, 24 Kingsway's Inn Road, London WC1X 8HR

1987 Edition
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5017042
* * * * *

SPECIAL RESOLUTION OF THE MEMBERS

OF SERVO COMPUTER SERVICES LIMITED

PASSED THIS DAY OF 1ST OCTOBER 1987

We the undersigned being the only members of the Company currently able to attend and vote in matters affecting the Company do hereby resolve that subject to the approval of the Registrar of Companies:-

a) The Company be re-registered as a Public Company Limited by shares within the meaning of the Companies Act 1985.

b) The name of the Company be changed to Servo Computer Services PLC.

c) The Memorandum and Articles of Association of the Company be altered as follows:-

(i) By deleting in Clause 1 the word Limited and substituting, therefore, the words PLC.

(ii) By inserting as a new Clause 2 the words 'The Company to be a Public Company'.

(iii) By deleting the words 'situate in England' and substituting, therefore, the words 'situated in England and Wales' and renumbering the said Clause as Clause 3.

(iv) By renumbering the remaining Clauses of the Memorandum and Articles of Association accordingly.

(v) That the draft Memorandum and Articles of Association hereto attached be adopted in their entirety in all other respects.

..... R. S. Billing

..... N. Badger

..... A. E. Nash

COMPANIES REGISTRATION
22 JAN 1988
20

COMPANIES FORM No. 43(3)

Application by a private company for re-registration as a public company

43(3)

Please do not write in this margin

Pursuant to section 43(3) of the Companies Act 1985

To the Registrar of Companies

For official use

Company number 1420136

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

Name of company

* insert existing full name of company

* SERVO COMPUTER SERVICES LIMITED

applies to be re-registered as a public company by the name of ø

ø insert full name of company amended to make it appropriate for this company as a public limited company

SERVO COMPUTER SERVICES PLC

and for that purpose delivers the following documents for registration:

1 Declaration made by a director or the secretary in accordance with section 43(3)(e) of the above Act (on Form No 43(3)(e))

2 Printed copy of memorandum and articles as altered in pursuance of the special resolution under section 43(1)(a) of the above Act.

3 Copy of auditors written statement in accordance with section 43(3)(b) of the above Act

4 Copy of relevant balance sheet and of auditors unqualified report on it

§ delete if section 44 of the Act does not apply

[5 ~~Copy of any valuation report~~]§

† delete as appropriate

Signed [Director][Secretary]† Date 12th Oct 87

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

JORDANS

JORDAN & SONS LIMITED

21 ST THOMAS ST BRISTOL

ref CL11400/DRI

JORDAN & SONS LTD

For official Use

General Section

Post room

Fee £50

703351

COMPANIES HOUSE

22 JAN 1988

M 50

COMPANIES FORM No. 43(3)(e)

Declaration of compliance with requirements by a private company on application for re-registration as a public company

43(3)(e)

Please do not write in this margin

Pursuant to section 43(3)(e) 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 1420136

Name of company

* SERVO COMPUTER SERVICES REG LIMITED

* Insert full name of company

I, ROGER STEPHEN BILLING

of THE OLD VICARAGE,

DORE, SHEFFIELD.

† delete as appropriate

§ Insert date

~~[the secretary]~~[a director]† of the company, do solemnly and sincerely declare that:

1 the company, on 1st October 1987 §, passed a special resolution that the company should be re-registered as a public company;

2 the conditions of sections 44 and 45 of the above Act (so far as applicable) have been satisfied;

3 between the balance sheet date and the application for re-registration, there has been no change in the company's financial position that has resulted in the amount of its net assets becoming less than the aggregate of its called-up share capital and undistributable reserves.

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 76 Cornish Sheffield

Declarant to sign below

the 13th day of October

One thousand nine hundred and Eighty Seven

before me Stewart Leak

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

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

21 ST THOMAS ST BRISTOL

Ref CL 11400/DRI

JORDAN & SONS

For official Use

General Section

Post room

PRINTED AND SUPPLIED BY Jordans JORDAN & SONS LIMITED JORDAN HOUSE BRUNSWICK PLACE LONDON N1 6EE TELEPHONE 01 253 3030 TELEX 261010

The Companies Act 1948 to 1976
and
The Companies Act 1985

Public Company Limited by Shares

Company Number: 1420136

MEMORANDUM

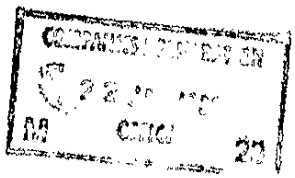
AND ARTICLES OF

ASSOCIATION OF

SERVO COMPUTER SERVICES PLC

Incorporated the 16th day of May 1979
as a private company and re-registered
the day of as a public company

Jordan & Sons Limited
Company Formation and Information Services
Printers and Publishers
Branches throughout the United Kingdom
Telephone 01-253-3030 Telex 261010



THE COMPANIES ACTS 1948 to 1976

and

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

SERVO COMPUTER SERVICES PLC

(Altered with effect from the date of re-registration as a public company)

1. The Company's name is "SERVO COMPUTER SERVICES PLC".

2. The Company is to be a public company.

3. The Company's registered office is to be situated in England and Wales.

4. The Company's objects 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.

The name of the Company on incorporation was "DOWERBOND LIMITED". With effect from the 5th day of December 1980 the name of the Company was changed to "SERVO COMPUTER SERVICES LIMITED", and with effect from the date of re-registration as a public company the name of the Company was changed to "SERVO COMPUTER SERVICES PLC"

20

(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

(i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m)To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

(o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid

(p) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(r) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(u) If and only to the extent permitted by the Act, to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and or Section 151(2) of the Act

(v) To distribute among the Members of the Company in kind any property of the Company of whatever nature

(w) To procure the Company to be registered or recognised in any part of the world.

(x) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

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

AND so that:-

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

(2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.

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

(4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

5. The liability of the Members is limited.

6. *The Company's share capital is £10,000,000 divided into 100,000,000 shares of £0-10 each.

* By Resolution passed on the 1st day of June 1979, the share capital was increased by the creation of a further 19,900 shares of £1 each ranking pari passu with the existing 100 shares.

By Resolution passed on the 16th day of March 1987, the 20,000 shares of £1 each in the capital of the Company were subdivided into 2,000,000 shares of £0.01 each.

By Resolution passed on the 1st day of October 1987 the share capital was increased by the creation of a further 998,000,000 shares of £0-01 each ranking pari passu with the existing 2,000,000 shares.

By further Resolution passed on the 1st day of October 1987 the 1,000,000,000 shares of £0-01 each in the capital of the Company were consolidated into 100,000,000 shares of £0-10 each

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

SERVO COMPUTER SERVICES PLC

(Adopted with effect from the date of re-registration as a public company)

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

ALLOTMENT OF SHARES

2. (a) Shares which are comprised in the authorised but unissued share capital of the Company shall be under the control of the Directors who may (subject to Sections 80 and 89 of the Act and to paragraphs (b) and (c) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised but unissued share capital of the Company at the date of adoption of these Articles at any time or times during the period of five years from the date of adoption and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting

(c) The Directors are empowered to allot and grant rights to subscribe for or convert securities into shares of the Company pursuant to the authority conferred under paragraph (b) above as if Section 89(1) of the Act did not

apply. This power shall enable the Directors so to allot and grant rights to subscribe for or convert securities into shares of the Company after its expiry in pursuance of an offer or agreement so to do made by the Company before its expiry.

(d) Save as authorised by the Act, the Company shall not give, whether directly or indirectly, any financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151 of the Act.

(e) Save as permitted by Section 101(2) of the Act, no shares of the Company shall be allotted except as paid up at least as to one quarter of their nominal value and the whole of any premium.

SHARES

3. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

GENERAL MEETINGS AND RESOLUTIONS

4. (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified accordingly.

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

(b) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.

5. (a) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.

(b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

(c) Clause 41 in Table A shall not apply to the Company

APPOINTMENT OF DIRECTORS

6. (a) Clause 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be two.

(c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.

(d) No person shall be appointed a Director at any General Meeting unless either:-

(i) he is recommended by the Directors; or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.

(e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

BORROWING POWERS

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

ALTERNATE DIRECTORS

8 (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly

(b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

DISQUALIFICATION OF DIRECTORS

9. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

GRATUITIES AND PENSIONS

10. (a) The Directors may exercise the powers of the Company conferred by Clause 4(t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Clause 87 in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

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

(b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

INDEMNITY

12. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) Clause 118 in Table A shall not apply to the Company

SERVO COMPUTER SERVICES LIMITED

BALANCE SHEET (3) AS AT 30TH JUNE 1987

	Note	1987		1986	
		£	£	£	£
FIXED ASSETS					
Tangible Assets		798636		241735	
Investments		100		229	
			798736		241964
CURRENT ASSETS					
Stocks		98180		45976	
Debtors	4	340455		216323	
Cash at Bank and in Hand		13187		18310	
		451822		280609	
CREDITORS: Amounts falling due within one year		(779629)		274211	
NET CURRENT LIABILITIES			327807		(6398)
TOTAL ASSETS LESS CURRENT LIABILITIES			470929		248362
CREDITORS: Amounts falling due after more than one year	2		152435		78373
NET ASSETS			318494		169989
CAPITAL AND RESERVES					
Called up Share Capital	3		17000		15000
Revaluation Reserve			125450		5837
Profit and Loss Account			176044		149152
			318494		169989

We have relied on the exemptions for individual accounts available under the Companies Act 1985 and have done so on the basis that the group is entitled to the benefit of those exemptions as a small group.

)
) Directors
)

The Accounts were approved by the Board of Directors on 8th December 1987.

The attached notes form part of these accounts.

CENTRAL REGISTRATION
2 JAN 1988

SERVO COMPUTER SERVICES LIMITED AND ITS SUBSIDIARY

CONSOLIDATED BALANCE SHEET AS AT 30TH JUNE 1987

	Note	1987		1986	
		£	£	£	£
FIXED ASSETS					
Tangible Assets			798820		241951
Investment in Related Company	9		-		7316
Investment in Subsidiary excluded from Consolidation			-		80
			798820		249347
CURRENT ASSETS					
Stocks		165686		91434	
Debtors	4	468939		332123	
Cash at Bank and in Hand		13187		18310	
		647812		441867	
CREDITORS: Amounts falling due within one year		934513		371348	
NET CURRENT LIABILITIES			286701		(70519)
TOTAL ASSETS LESS CURRENT LIABILITES			512119		319866
CREDITORS: Amounts falling due after more than one year			77797		77893
NET ASSETS			434322		241973
CAPITAL AND RESERVES					
Called up Share Capital	3		17000		15000
Revaluation Reserve			125450		5837
Profit and Loss Account			291872		221136
			434322		241973

We have relied on the exemptions for individual accounts available under the Companies Act 1985 and have done so on the basis that the Group is entitled to the benefit of those exemptions as a small group.

) Directors

The attached notes form part of these accounts.

10

SERVO COMPUTER SERVICES LIMITED AND ITS SUBSIDIARY

NOTES TO THE ACCOUNTS (1) FOR THE YEAR ENDED 30TH JUNE 1987

FIXED ASSETS - COMPANY

	Freehold and Leasehold Land and Buildings	Plant Equipment and Computer	Fixtures, Fittings and Office Equipment	Motor Vehicles and Racing Car	Total
	£	£	£	£	£
Cost or Valuation:					
As at -					
1st July 1986	54000	153879	53998	124968	386845
Additions at Cost	288387	62017	138861	52458	541723
Revaluation	121613	-	-	-	121613
Disposals	-	(12311)	(11064)	(13047)	(36422)
30th June 1987	464000	203585	181795	164379	1013759
Accumulated Depreciation:					
As at -					
1st July 1986	-	86571	20753	37786	145110
Charge for the Year	-	31264	24868	33309	89441
Disposals	-	(8044)	(4740)	(6644)	(19428)
As at - 30th June 1987	-	109791	40881	64451	215123
Net Book Value at 30th June 1987	464000	93794	140914	99928	798636

SERVO COMPUTER SERVICES LIMITED AND ITS SUBSIDIARY

NOTES TO THE ACCOUNTS (2) FOR THE YEAR ENDED 30TH JUNE 1987

FIXED ASSETS - GROUP

	Freehold and Leasehold Land and Buildings	Plant Equipment and Computer	Fixtures, Fittings, and Office Equipment	Motor Vehicles and Racing Car	Total
	£	£	£	£	£
Cost or Valuation:					
As at -					
1st July 1986	54000	153879	54372	124968	387219
Additions at Cost	288387	62017	138861	52458	541723
Revaluation	121613	-	-	-	121613
Disposals	-	(12311)	(11064)	(13047)	(36422)
30th June 1987	464000	203585	182169	164379	1014133
Accumulated Depreciation:					
As at -					
1st July 1986	-	86571	20911	37786	145268
Charge for the Year	-	31264	24900	33309	89473
Disposals	-	(8044)	(4740)	(6644)	(19428)
As at - 30th June 1987	-	109791	41071	64451	215313
As at - 30th June 1987	464000	93794	141098	99928	798820

SERVO COMPUTER SERVICES LIMITED AND ITS SUBSIDIARY

NOTES TO THE ACCOUNTS - (3)

1. ACCOUNTING POLICIES

The following accounting policies have been used consistently in dealing with the items which are considered material in relation to the Group's Accounts.

(a) Basis of Accounting:

These accounts have been prepared under the historical cost accounting rules.

(b) Basis of Consolidation:

The consolidated accounts include the Company and all its subsidiaries.

(c) Depreciation:

Depreciation is calculated on written down values at the following annual rates:

Computer	25%
Plant and Equipment	25%
Fixtures and Fittings	15%
Motor Vehicles	25%
Office Equipment	15%

(d) Stocks and Work in Progress:

These are valued at the lower of cost and net realisable value.

(e) Deferred Taxation:

Deferred taxation is provided using the liability method on the taxation effect of all timing differences other than for those which are expected, within reasonable probability, to continue in the foreseeable future.

(f) Research and Development:

Expenditure on research and development is written off against profits in the year in which it is incurred.

(g) Foreign Exchange:

Transactions denominated in foreign currencies are translated into sterling and recorded at the rate of exchange ruling at the date of the transaction. Balances denominated in a foreign currency are translated into sterling at the exchange rates ruling on the balance sheet date.

2. CREDITORS - AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

All creditors are due for payment within 5 years.

SERVO COMPUTER SERVICES AND ITS SUBSIDIARY

NOTES TO THE ACCOUNTS - (4)

3. SHARE CAPITAL

	1987	1986
Authorised: 2000000 Ordinary Shares of £0.01 each (1986 20000 Ordinary £1 Shares)	£20000	£20000
Allotted: 1700000 Ordinary Shares of £0.01 each, fully paid (1986 15000 Ordinary £1 Shares, fully paid)	£17000	£15000

4. DEBTORS

All debtors fall due for payment within one year.

5. EXTRAORDINARY ITEMS

These are made up as follows:

	1987	1986
Write off of Investment in Related Company	349	3587
Compensation to Employee for loss of Office	-	6742
	£ 349	£10329

6. BANK OVERDRAFT

The Company's bankers hold mortgage debentures over the assets of the Company, plus personal guarantees from the Directors as security for amounts outstanding.

7. BANK GUARANTEES

The Company's bankers hold a cross guarantee to secure the overdraft of Diskatech Limited.

8. GROUP COMPANIES

The Company owns the whole of the issued share capital of Diskatech Limited which is registered in England, purchased at a cost of £100.

9. PRO-FORMA BALANCE SHEET

It was originally anticipated that the monies received from, and the share issue to the B.E.S. Investors would take place before 30th June 1987. As this was not the case, the monies already received by the Company have been treated as loans in order to comply with the Companies Act. We have prepared a pro-forma balance sheet to show the Company's position if the Shares had been issued on 30th June 1987 as originally anticipated.

SERVO COMPUTER SERVICES LIMITED AND ITS SUBSIDIARY

PRO-FORMA CONSOLIDATED BALANCE SHEET AS AT 30TH JUNE 1987

	£	£
FIXED ASSETS		
Tangible Assets		798820
CURRENT ASSETS		
Stocks	165686	
Debtors	468939	
Cash at Bank and in hand	13187	
	647812	
CREDITORS: Amounts falling due within one year	764013	
NET CURRENT LIABILITIES		116201
		682619
CREDITORS: Amounts falling due after one year		77797
NET ASSETS		604822
CAPITAL AND RESERVES		
Called up Share Capital		19059
Share Premium Account		168441
Revaluation Reserve		125450
Profit and Loss Account		291872
		604822

REPORT OF THE AUDITORS TO THE MEMBERS OF

SERVO COMPUTER SERVICES LIMITED

We have audited the Financial Statements on pages 4 to 17 in accordance with approved Auditing Standards.

In common with many businesses of similar size and organisation the Company's system of control is dependent upon the close involvement of the Directors. Where independent confirmation of the completeness of the accounting records was therefore not available, we have accepted assurances from the Directors that all the Group's transactions have been reflected in the records.

Subject to the foregoing, in our opinion the Financial Statements, which have been prepared on the basis of the Accounting Policies set out on page 14, give a true and fair view of the state of the company's affairs at 30th June 1987 and of its profit and source and application of funds for the year then ended and comply with the Companies Act 1985.

68 Queen Street,
Sheffield, S1 1WR.

5th January 1988

Chartered Accountants, Auditors

LANDIN WILCOCK & CO
CHARTERED ACCOUNTANTS

QUEEN STREET CHAMBERS
68 QUEEN STREET
SHEFFIELD S1 1WR
TELEPHONE 0742 754321
TELEFAX 761312

G HATTERSLEY F C A
P P DOWLING F C A
D PLUMMER F C A
J MARKHAM F C A

It is our opinion the Balance Sheet of Servo Computer Services Ltd., as at 30th June 1987 shows that the amount of the Company's net assets (within the meaning given to that expression by Section 246(2)) was not less than the aggregate of its called-up share capital and un-distributable reserves.

Landin. Wilcock & Co.

68 Queen Street,
Sheffield, S1 1WR.

Chartered Accountants

6th January 1988

FILE COPY

CERTIFICATE OF INCORPORATION

ON RE-REGISTRATION OF PRIVATE COMPANY

AS A PUBLIC COMPANY

No. 1420136

I hereby certify that

SERVO COMPUTER SERVICES LIMITED

formerly registered as a private company has this day been re-registered under the Companies Act 1985 as a public company under the name of

SERVO COMPUTER SERVICES PLC

and that the company is limited.

Given under my hand at Cardiff the 27TH JANUARY 1988

T.G.THOMAS

An Authorised Officer

C461(B)

Number of Company 1420136

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS OF THE MEMBERS OF

Pursuant to Section 378 of the Companies Act 1985

SERVO COMPUTER SERVICES PLC.

Passed the 23rd day of January 1990

At the Annual General Meeting of the members of the above-named Company, duly convened and held at Servo House, Littlemoor, Eckington, Sheffield on the 23rd day of January 1990 the following SPECIAL RESOLUTION was duly passed:-

SPECIAL RESOLUTION

1. That the terms of the Contract proposed to be made between (1) ALBERT EDWARD NASH and (2) the Company for the purchase of 57,500 shares of £0.10 in the capital of the Company, which terms are set out in the copy of the proposed Contract produced to this meeting and for the purpose of identification signed by the Chairman hereof, be and are hereby authorised.

2. That the terms of the Contract proposed to be made between (1) DAPHNE NASH and (2) the Company for the purchase of 57,500 shares of £0.10 in the capital of the Company, which terms are set out in the copy of the proposed Contract produced to this meeting and for the purpose of identification signed by the Chairman hereof, be and are hereby authorised.

.....

Director/~~Secretary~~/~~Chairman~~

COMPANIES HOUSE
1 - 5FEB 1990
M
45

Number of Company 1420136

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS OF THE MEMBERS OF

Pursuant to Section 378 of the Companies Act 1985

SERVO COMPUTER SERVICES PLC

Passed the 5th day of March 1990

At the Extraordinary General Meeting of the members of the above-named Company, duly convened and held at Servo House, Littlemoor, Eckington, Sheffield on 5th March 1990 the following SPECIAL RESOLUTION was duly passed:-

SPECIAL RESOLUTION

1. That the terms of the Contract proposed to be made between (1) ALBERT EDWARD NASH and (2) the Company for the purchase of 57,500 shares of £0.10 in the capital of the Company which terms are set out in the copy of the proposed Contract produced to this meeting and for the purpose of identification signed by the Chairman hereof, be and are hereby authorised.

2. That the terms of the Contract proposed to be made between (1) DAPHNE NASH and (2) the Company for the purchase of 57,500 shares of £0.10 in the capital of the Company, which terms are s t out in the copy of the proposed Contract produced to this meeting and for the purpose of identification signed by the Chairman hereof, be and are hereby authorised.

.....

Director/Secretary/~~Chairman~~

COMPANIES HOUSE
14 MAR 1990
M 60

COMPANIES FORM No. 169

Return by a company purchasing its own shares

169

£187

Please do not write in this margin

Pursuant to section 169 of the Companies Act 1985

To the Registrar of Companies

For official use: Company number 1426135

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

Name of company

* SERVO COMPUTER SERVICES PLC.

* insert full name of company

Note
This return must be delivered to the Registrar within a period of 28 days beginning with the first date on which shares to which it relates were delivered to the company

Shares were purchased by the company under section 162 of the above Act as follows:

Class of shares	ORDINARY			
Nominal value of each share	£0.10			
Date(s) on which the shares were delivered to the company	06-04-90			
Number of shares purchased	115,000			
Maximum prices paid for each share	£0.326			
Minimum prices paid for each share	£0.326			

The aggregate amount paid by the company for the shares to which this return relates was:
£37,500

£187-50

† delete as appropriate

Signed [signature] —[Director][Secretary]† Date 12/4/90.

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TELEX 261030

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68 QUEEN STREET,
SHEFFIELD, S1 1WR

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For official Use
General Section

Post room

23APR1990

MW £187.50
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APPROVED SUPPLIER

1420136

SERVO
Computer Services

A certified copy of resolutions of the members of Servo Computer Services PLC passed on 16th October 1992 at the Company's Annual General Meeting.

1. It was resolved as an ordinary resolution that the authority of the Directors of the Company for the purposes of Section 80 of the Companies Act 1985 conferred by Article 2(b) of the Company's Articles of Association be and is renewed on the following te ms:

    1. The authority may be exercised up to the amount of the authorised but unissued share capital of the Company and

    2. The authority will expire on the day before the fifth anniversary of the passing of this resolution and

    3. The authority conferred by this resolution may at any time (subject to Section 80 of the Companies Act 1985) be renewed, revoked or varied by ordinary resolution of the Company in general meeting.

2. It was resolved as a special resolution that the power of the Directors of the Company referred to in Article 2(c) of the Company's Articles of Association be and is renewed under Section 95(3) of the Companies Act 1985 for a period not exceeding that during which the Directors may exercise the authority referred to in the previous resolution.

Chairman .....

C.Cl.r.
29 OCT 1992
M
41

SERVO COMPUTER SERVICES PLC
Servo House, Littlemoor, Eckington
Sheffield S31 9EF England.
Telephone (0246) 435881
Facsimile (0246) 435135
Registered Office as above
Registered in England No. 1420136

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SERVO COMPUTER SERVICES PLC

("the Company")

Company number : 1420136

At an extraordinary general meeting of the Company held at Servo House, Littlemoor, Eckington, Sheffield S31 9EF on 6 April 1993 the following resolution was passed as a special resolution:

> That the Company purchase certain of its own shares and that the terms of the proposed contracts for that purpose, copies of which are produced to the meeting and initialled for the purpose of identification by the Company Secretary, are approved.
>
> The authority conferred by this resolution will expire on 31 December 1993.

Dated 6th April 1993

Signed .....

Chairman

JC.SM.BK.SERVO.RES.BK1

COMPANIES HOUSE
7 APR 1993
M

COMPANIES FORM No. 169

Return by a company purchasing its own shares

169

£101-50 pos 2214

Please do not write in this margin

Pursuant to section 169 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 1420136

Name of company

*Insert full name of company

* SERVO COMPUTER SERVICES PLC

Note
This return must be delivered to the Registrar within a period of 28 days beginning with the first date on which shares to which it relates were delivered to the company

Shares were purchased by the company under section 162 of the above Act as follows:

Class of shares	Ordinary	Ordinary	Ordinary	
Nominal value of each share	10p	10p	10p	
Date(s) on which the shares were delivered to the company	6 April 1993	6 April 1993	27 April 1993	
Number of shares purchased	47,059	29,411	20,000	
Maximum prices paid† for each share	£0.225	£0.225	£0.150	
Minimum prices paid† for each share	£0.225	£0.225	£0.150	

†A private company is not required to give this information

The aggregate amount paid by the company for the shares to which this return relates was:

† £20,205.76

§Delete as appropriate

Signed [Director][Secretary]§ Date 27 April 1993

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

Ashton Morton Slack
35/47 North Church Street
Sheffield
S1 2DH

For official use
General section

Post room

COMPANIES HOUSE 28 APR 1993

oyez The Solicitors' Law Stationery Society plc, Oyez House, 237 Long Lane, London SE1 4PU

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* *

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APPROVED SUPPLIER

SERVO

Computer Services

PLC

1420136

A certified copy of a resolution of the members of Servo Computer Services PLC passed on 1st December 1993 at the Company's Annual General Meeting.

It was resolved that KPMG Peat Marwick of The Fountain Precinct, 1 Balm Green, Sheffield, S1 3AF be appointed Auditors of the Company to hold office to the conclusion of the next General Meeting at which the Accounts are laid before the Company and their remuneration be determined by the Directors.

Chairman .....

COMPANIES HOUSE
PR51
10 JAN 1994

SERVO COMPUTER SERVICES PLC

Servo House, 11 Jenoes Edlington
Sheffield S31 9LF England.
Telephone (0246) 435681
Facsimile (0246) 435135

Registered Office as above.
Registered in England No. 1420136

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1420136

Multi-Platform Computer Solutions

A certified copy of a resolution of the members of Servo Computer Services PLC passed on Thursday 10th March 1994 at the Company's Extraordinary General Meeting.

1. It was resolved as an ordinary resolution authorising payment of £30,000 to Mr. R. S. Billing by way of compensation for loss of his office as Managing Director of the Company.

Chairman .....

Dewco and Trisoft are divisions of Servo Computer Services plc

Authorised Dealer

Servo Computer Services plc
Servo House,
Darley Dale, Matlock,
Derbyshire DE4 3BP
Telephone: (0629) 733111
Facsimile: (0629) 733914

Registered Office: As above
Registered in England & Wales No. 1420136

Servo Dewco is an authorised Apple dealer.

COMPANIES FORM No. 386

Notice of passing of resolution removing an auditor

386

Please do not write in this margin

Pursuant to section 386 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 1420136

Name of company

* Insert full name of company

* SERVO COMPUTER SERVICES plc

gives notice that by a resolution passed at a general meeting of the company

on 27 May 19 94

† Insert name and address of removed auditor(s)

† KPMG Peat Marwick

of The Fountain Precinct

1 Balm Green

Sheffield Postcode: S1 3AF

~~were~~ removed as auditors before the expiration of ~~xxx~~ their term of office, with effect from

‡ Delete or complete as appropriate

‡the passing of the resolution‡

[19]‡

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

Signed Designation§ Date 7/8/94

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

Ashton Morton Slack
Solicitors
35/47 North Church Street
Sheffield
S1 2DH

JC.SM.1S04291

For official use

General Section

Post room

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A07 RECEIPT DATE:04/06/94

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