

Company No: 1793902

COMPANIES ACT 1985

TMS INFORMATION SOLUTIONS LIMITED

WRITTEN RESOLUTION

In accordance with Regulation 53 of Table A, we, being the sole member of the Company entitled to attend and vote at a general meeting of the Company, hereby resolve as follows:

1. THAT the 250,000 preference shares of £1.00 each, the 6,667 "A" ordinary shares of £1.00 each, the 12,952 ordinary shares of £1.00 each, the 7,048 "B" ordinary shares of £1.00 each and the 25,000 preferred ordinary shares of £1.00 each in the capital of the Company be and are hereby re-designated as 301,667 ordinary shares of £1.00 each.
2. THAT the draft regulations attached to this resolution be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.

Signed by:



For and on behalf of

PARITY SOLUTIONS LIMITED

25th September 2000

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THE COMPANIES ACTS 1948 TO 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

TMS INFORMATION SOLUTIONS LIMITED

1. The Company's name is "TMS Information Solutions Limited"¹.
2. The Company's registered office is to be situated in England.
3. The Company's objects are:-

(A) To carry on the businesses of personnel consultants management consultants and advisers; to employ train and exploit the services of directors executives staff and personnel of all kinds; to act as advisers and consultants in trade development efficiency technique business office and works management studies advertising marketing sales promotion and product design in relation to all types of commercial and manufacturing undertakings and technical economic and financial matters affecting commerce and industry to provide office services and to perform all duties of a secretarial nature including typing shorthand duplicating translating instructing and advising on all matters of office equipment and supplies; to carry on a school or provide training in all branches of secretarial work; to carry on business as office system specialists business system organisers business transfer agents publicity experts consultants agents and contractors hire purchaser financiers and consultants industrial bankers manufacturers designers repairers and dealers in stationery office equipment machinery and appliances materials and supplies of every description; to act as business managers business contractors and representatives rates adjusters arbitrators trustees and sureties and commission and general agents.

¹ The name of the company on incorporation was Nimblecrown Limited. It was changed on 6th June 1984 to TMS Computer Authors Limited and on 8th August 1996 to TMS Information Solutions Limited.



(B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money in such manner as the Company shall think fit for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) For the purposes of or in connection with the business of the Company to mortgage and charge the undertaking and all or any of the real and personal property and assets, present and future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances. To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(G) To receive money on deposit or loan upon such terms as the Company may approve.

(H) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, and whether or not such guarantee is given in connection with or pursuant to the attainment of the objects herein stated to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture, stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business.



(I) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or 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 for the time being the Company's Holding or Subsidiary company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such 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.

(J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(K) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(L) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(N) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.



(O) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(P) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company, 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.

(Q) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(R) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(S) To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company.

(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, 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.

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

(V) To do all such things as are incidental or conducive to the above objects or any of them.

(W) Subject to and in accordance with due compliance with the provisions of Sections 155 to 158 (inclusive of the Companies Act 1985 ("the Act") (if and so far as such provision shall be applicable) to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of Act) for such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.



And it is hereby declared that save as otherwise expressly provided each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraph or the name of the Company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company.

4. The liability of the Members is limited.

5. The Company's share capital is £301,667 divided into 301,667 ordinary shares of £1 each.

A handwritten signature in dark ink, appearing to be 'JL' or similar, located in the bottom right corner of the page.

WE, the several persons whose Names, Addresses and Descriptions 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
ROY C. KEEN, Temple Chambers, Temple Avenue, London EC4Y OHP. Company Director.	One
NIGEL L. BLOOD, Temple Chambers, Temple Avenue, London EC4Y OHP. Company Director.	One

Dated the 1st day of January, 1984.

Witness to the above Signature:-

J. JEREMY A. COWDRY,
Temple Chambers,
Temple Avenue,
London EC4Y OHP.



THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

TMS INFORMATION SOLUTIONS LIMITED

(Adopted by Special Resolution passed 25th September 2000)

PRELIMINARY

1. The Regulations contained in Table A ("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 shall apply to the Company save insofar as they are excluded or varied hereby and with these Articles shall constitute the Articles of Association of the Company. With the exception of the Regulations contained in Table A as referred to above, any regulations in any current or past legislation or subordinate legislation which might otherwise be implied as incorporated into the Articles of Association of the Company are hereby disapplied.
2. References in these Articles to "the Act" means the Companies Act 1985. References in these Articles to numbered Regulations shall, unless the context otherwise requires, be deemed to be references to Regulations in Table A. Regulations 24, 41, 64, 73 to 80 inclusive, 90 and 95 shall not apply to the Company.

SHARES

3. The share capital of the Company at the date of adoption of these Articles is £301,667 divided into 301,667 ordinary shares of £1 each.
4. The Directors are generally and unconditionally authorised for the purposes of section 80 of the Act at any time or times during the period of five years after the date of adoption of these Articles to allot or otherwise dispose of relevant securities (as defined in the said section 80) up to the amount of the authorised but unissued share capital of the Company at the date of adoption of these Articles to such persons, on such terms and conditions, and either at a premium or at par and at such times as the Directors think fit, and with full power to give to any person the call of any share at a premium or at par during such times and for such consideration as the Directors think fit, and to grant to any person subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any relevant securities (as defined) an option to require the Company to allot to him or his nominees any further relevant securities in the Company at not less



than par. In accordance with section 91(1) of the Act, sections 89(1) and 90(1) to (6) inclusive of the Act shall be excluded from applying to the Company.

5. Subject to the Act the Company may:

- 5.1 issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder for the time being;
- 5.2 purchase its own shares (including any redeemable shares);
- 5.3 make a payment in respect of the redemption or purchase, under sections 159 to 161 inclusive or (as the case may be) section 162 of the Act, of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares to the extent permitted by sections 170 to 177 inclusive of the Act.

6. The lien conferred by Regulation 8 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 AND TRANSMISSION 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.

GENERAL MEETINGS

- 8. The sentence "Signatures in the case of a body corporate which is a member shall be sufficient if made by a director thereof on its behalf." shall be deemed to have been added at the end of Regulation 53.
- 9. Every notice convening a General Meeting of the Company shall comply with section 372(3) of the Act and shall give information to Members in respect of their right to appoint proxies.

DIRECTORS

- 10. Until otherwise determined by the Company by an ordinary resolution, there shall not be any maximum number of Directors but there shall not be less than one director.
- 11. 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 are by these Articles conferred on the Board of Directors.
- 12. A Member or Members holding a majority in nominal value of the issued ordinary shares for the time being in the Company shall have power from time to time and at any time to appoint any person as a Director, either as an additional Director or to fill any vacancy, and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the



Member or Members making the same, or in the case of a Member being a company signed by one of its Directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

BORROWING POWERS

13. 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 subject to section 80 of the Act (in the case of any relevant securities as defined in the said section) 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 PROCEEDINGS OF DIRECTORS

14. Any Director who, by request, performs special services which are outside the scope of the ordinary duties of a director or goes or resides abroad for any purpose of the Company shall (unless otherwise expressly resolved by the Company in General Meeting) receive such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine, which shall be charged as part of the Company's ordinary working expenses.
15. A Director who is in any way, whether directly or indirectly, interested in any contract or proposed contract with the Company shall declare the nature of his interest as required by section 317 of the Act. A director who has declared the nature of his interest in such a contract or proposed contract may vote in respect of that contract or proposed contract and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the Directors or of the committee of the Directors at which the vote is taken.
16. A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.
17. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director or his firm to act as auditor to the Company.
18. None of the Directors shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy or any other age, and any



Director retiring or liable to retire under these Articles and any person proposed to be appointed a Director of the Company shall be capable of being re-appointed or appointed, as the case may be, as a Director of the Company, notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy or any other age. No special notice need be given of any resolution for the re-appointment or appointment or approving the appointment as a Director of a person who shall have attained the age of seventy years or any other age, and it shall not be necessary to give to the Members notice of the age of any Director or person proposed to be re-appointed or appointed as a Director. Section 293 of the Act shall not apply to the Company.

19. Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.
20. The following sentence shall be inserted after the first sentence of Regulation 72: "Any committee shall have power unless the Directors direct otherwise to co-opt as a member or members of the committee any person or persons although not being a Director of the Company."
21. For a signed resolution under Regulation 93 to be effective it shall not be necessary for it to be signed by a Director who is prohibited by the Articles or by law from voting thereon. Regulation 93 shall be modified accordingly.

ASSOCIATE, SPECIAL OR LOCAL DIRECTORS

22. The Directors may from time to time by resolution appoint any person (not being a Director) to be an Associate, Special or Local Director of the Company on such terms as they shall in their absolute discretion think fit, and may, at the like discretion, terminate any such appointment.
23. A person so appointed shall not be or be deemed to be a Director of the Company within the meaning of that word as used in the Act, or for the purposes of any other statute or statutory instrument. The expressions "Director" and "the Directors" in these Articles shall not include "Associate Director" or "Associate Directors" or "Special Director" or "Special Directors" or "Local Director" or "Local Directors".
24. Without prejudice to the generality of the foregoing:
 - 24.1 an Associate, Special or Local Director shall not have any powers or be subject to any of the duties of a Director save insofar as specific powers or duties may have been vested in, delegated to or imposed upon him by the Directors;
 - 24.2 an Associate, Special or Local Director shall not have access to the books of the Company nor be entitled to receive notice of or attend or vote at meetings of the Directors or of any committee of the Directors or of the Members. The Directors may invite an Associate, Special or Local Director to attend a meeting or meetings of the Directors or of any committee of the Directors and may at any



time withdraw such invitation. An Associate, Special or Local Director attending any such meeting by invitation of the Directors shall not be counted in reckoning whether a quorum is present;

- 24.3 the remuneration of the Associate, Special or Local Directors shall be such as shall from time to time be determined by the Directors.
25. The appointment of a person to be an Associate, Special or Local Director may be in place of or in addition to his employment by the Company in any other capacity but unless otherwise expressly agreed between him and the Company the appointment as Associate, Special or Local Director shall not affect the terms and conditions of his employment by the Company in any other capacity whether as regards duties, remuneration, pension or otherwise.
26. An appointment as Associate, Special or Local Director shall forthwith terminate if the Associate, Special or Local Director:
- 26.1 resigns by writing under his hand left at the registered office; or
 - 26.2 is found or becomes of unsound mind or becomes bankrupt or compounds with his creditors; or
 - 26.3 becomes for the time being prohibited from being concerned or taking part in the management of the Company by reason of any order made under the Company Directors Disqualification Act 1986; or
 - 26.4 is removed by a resolution of the Directors; or
 - 26.5 being an employee of the Company ceases to be such an employee.

OFFICIAL SEAL

27. If the Company has a seal, it shall only be used with the authority of the Directors or a committee of the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or second Director. The obligation under Regulation 6 relating to the sealing of share certificates shall apply only if the Company has a seal.
28. The Company may, in addition to its common seal, have made an official seal for use in any territory or place not situate in the United Kingdom, which official seal shall be a facsimile of the common seal of the Company with the addition on its face of the name of every territory, district or place where it is to be used. Any such official seal shall be used as the Directors determine, and the Company may by writing under the common seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the common seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.



SINGLE MEMBER COMPANY

29. If, and for so long as, the Company has only one member, the following provisions shall apply:
- 29.1 one person entitled to vote upon the business to be transacted, being the sole member of the Company or a proxy for that member or (if such member is a corporation) a duly authorised representative of such member, shall be a quorum and Regulation 40 of Table A shall be modified accordingly. Regulation 41 of Table A shall not apply to the Company;
 - 29.2 the sole member of the Company (or the proxy or authorised representative of the sole member representing that member at the relevant general meeting) shall be the chairman of any general meeting of the Company and Regulation 42 of Table A shall be modified accordingly;
 - 29.3 a proxy for the sole member of the Company may vote on a show of hands and Regulation 54 of Table A shall be modified accordingly;
 - 29.4 all other provisions of these Articles shall (in the absence of any express provision to the contrary) apply with such modifications as may be necessary in relation to a company which has only one member;
 - 29.5 if the Company has only a single Member, such Member shall be entitled at any time to call a General Meeting, and Regulation 37 shall be modified accordingly.

NOTICES

30. A notice may be given by the Company to any Member either personally or by sending it by first class prepaid post to his registered address, whether or not in the United Kingdom, but so that a notice posted to an address outside the United Kingdom shall be deemed to be given at the expiry of 7 days after the envelope containing it was posted, and Regulations 111 to 116 shall be modified accordingly. The words "to all persons entitled to a share in consequence of the death or bankruptcy of a Member and to the directors and auditors" in the last sentence of Regulation 38 shall not apply to the Company.



INDEMNITY

31. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in sub-section (3) of section 310 of the Act) which he may sustain or incur in or about the execution of his office or otherwise in relation thereto 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. This Article shall only have effect insofar as its provisions are not avoided by the said section.

A handwritten signature in black ink, consisting of stylized, overlapping loops and a long horizontal stroke extending to the right.