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COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering* insert full
name of Company† delete as
appropriate

To the Registrar of Companies

For official use

For official use

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1955696

Name of company

* <u>TOUCHPOWER LIMITED</u>

I, CHRISTOPHER CHARLES HADLER
of 15 PEMBROKE ROAD, BRISTOL BS99 7DX

do solemnly and sincerely declare that I am a ~~[Solicitor engaged in the formation of the company]~~†
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it 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

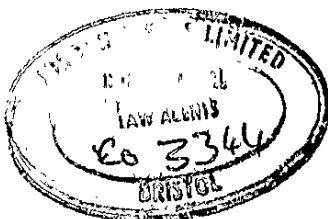
Declared at 3, Richmond Hill
Bristol 8

Declarant to sign below

the 23rd day of September
One thousand nine hundred and Eighty-five
before me [Signature][Signature]

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

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New Companies Section

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THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

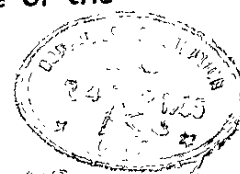
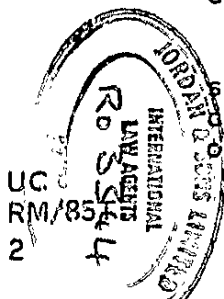


MEMORANDUM OF ASSOCIATION OF TOUCHPOWER LIMITED

Handwritten signature/initials

1. The Company's name is " TOUCHPOWER LIMITED ✓
2. The Company's registered office is to be situated in England and Wales. ✓
3. The Company's objects are:-
 - (a) To promote commerce, art, science, education, religion, charity or any profession and to promote any social, political or sporting activity and anything incidental or conducive to any of the above objects. ✓
 - (b) To borrow and raise money for the purposes of the Company in such manner and on such security as the Company may think fit.
 - (c) To conduct appeals for money or other gifts or for any other assistance for any of the purposes of the Company, and to solicit and accept subscriptions and donations (whether of real or personal property) and devises and bequests for any of the purposes of the Company.
 - (d) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.
 - (e) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or structures.
 - (f) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects.

(g) Subject to Clause 4 hereof to employ and pay architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the objects of the Company.



(h) To grant pensions and retirement benefits to or for employees or former employees and to the widows, children and other dependants of deceased employees and to pay or subscribe to funds or schemes for the provision of life assurance, pensions and retirement benefits for employees and former employees their widows, children and other dependants.

(i) To subscribe to, become a member of, or amalgamate or co-operate with any other organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its Constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof.

(j) To purchase or otherwise acquire and undertake all or such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any one or more of the organisations, institutions, societies or bodies with which this Company is authorised to amalgamate.

(k) To do all or any of the things hereinbefore authorised either alone or in conjunction with any other organisation, institution, society or body with which this Company is authorised to amalgamate.

(l) To undertake and execute any trusts necessary for the furtherance of the objects of the Company.

(m) To establish and support or aid in establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Company.

(n) To print and publish, or procure to be printed and published, and to circulate, or procure to be circulated (whether gratuitously or not) any newspaper, periodicals, magazines, books, pamphlets, leaflets, or other documents on subjects which are within the objects of the Company.

(o) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.

(p) To do all such other lawful things as are necessary for the attainment of the above objects or any of them.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company:-

(a) of reasonable and proper remuneration to any member, officer or servant of the Company for any services rendered to the Company;

(b) of interest on money lent by any member of the Company or of its Council of Management or other Governing Body at a reasonable and proper rate;

(c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Council of Management or other Governing Body; and

(d) to any member of its Council of Management or other Governing Body of out-of-pocket expenses.

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

7. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other body or bodies having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such body or bodies to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other body or bodies the objects of which are the promotion of charity and anything incidental or conducive thereto (whether or not the body or bodies in question shall be a member or members of the Company) to be similarly determined.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

Names and addresses of Subscribers



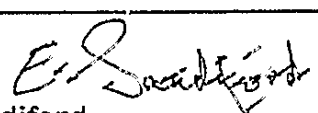
1. Michael Richard Counsell,
15, Pembroke Road,
Bristol. BS99 7DX.



2. Christopher Charles Hadler,
15, Pembroke Road,
Bristol. BS99 7DX.

Dated 23 SEP 1985

Witness to the above Signatures,



Errol Sandiford,
15, Pembroke Road,
Bristol. BS99 7DX.

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF TOUCHPOWER LIMITED ✓

INTERPRETATION

1955696

1. In these Articles:- ✓

"the Act" means the Companies Act, 1985.

"the seal" means the common seal of the Company.

"the Council" means the Council of Management of the Company.

"secretary" means any person appointed to perform the duties of the secretary of the Company.

"the United Kingdom" means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the Company.

MEMBERS

2. The number of members with which the Company proposes to be registered is four, but the Council may from time to time register an increase of members.

3. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership shall be members of the Company. Every member of the Company other than the subscribers shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. Unless the members of the Council shall make other provisions pursuant to the powers contained in Article 68, the members of the Council may in their absolute discretion permit any member to retire provided that after such retirement the number of members is not less than two. Notwithstanding the preceding provisions of this

Article or of any Rule or Byelaw made pursuant to Article 68, the subscribers to the Memorandum of Association shall automatically cease to be members of the Company so soon as two other persons are members of the Company.

GENERAL MEETINGS

5. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Council shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

6. The Council may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient members of the Council capable of acting to form a quorum, any member of the Council or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

NOTICE OF GENERAL MEETINGS

7. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company:

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:-

(a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. of the total voting rights at that meeting of all the members.

8. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

9. 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 the consideration of the accounts, balance sheets, and the reports of the Council and auditors, the election of members of the Council in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.

10. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two members present in person shall be a quorum.

11. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it 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 Council may determine.

12. The chairman, if any, of the Council shall preside as chairman at every General Meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members of the Council present shall elect one of their number to be chairman of the meeting.

13. If at any meeting no member of the Council is willing to act as chairman or if no member of the Council is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

14. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

15. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

(a) by the chairman; or

(b) by at least two members present in person or by proxy;

or

(c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

16. Except as provided in Article 18, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

18. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

19. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

VOTES OF MEMBERS

20. Every member shall have one vote.

21. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver, or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

22. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid.

23. On a poll votes may be given either personally or by proxy.

24. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in

writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.

25. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

26. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

" Limited.

I/We of in the County
of being a member/members of the above named
Company, hereby appoint of or
failing him of as my/our proxy
to vote for me/us on my/our behalf at the (Annual or Extra-
ordinary, as the case may be) General Meeting of the Company
to be held on the day of 19 , and at any
adjournment thereof.

Signed this day of 19 ."

27. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

" Limited.

I/We of in the County
of being a member/members of the above named
Company, hereby appoint of or
failing him of as my/our proxy
to vote for me/us on my/our behalf at the (Annual or Extra-
ordinary, as the case may be) General Meeting of the Company
to be held on the day of 19 , and at any
adjournment thereof.

Signed this day of 19 .

This form is to be used *in favour of the resolution.
against

Unless otherwise instructed, the proxy will vote as he thinks fit.

* Strike out whichever is not desired."

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

30. Any corporation which is a member of the Company may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

COUNCIL OF MANAGEMENT

31. The maximum and minimum number of the members of the Council may be determined by the Company in General Meeting. In the event of the minimum number of members of the Council fixed pursuant to these Articles being one, a sole member of the Council shall have authority to exercise all the powers and discretions by these Articles expressed to be vested in the members of the Council generally.

32. The remuneration of the members of the Council shall from time to time be determined by the Company in General Meeting. Such remuneration shall be deemed to accrue from day to day. The members of the Council shall also be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Council or any committee of the Council or General Meetings of the Company or in connection with the business of the Company.

BORROWING POWERS

33. The Council may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, 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 COUNCIL

34. The business of the Company shall be managed by the Council, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be

prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.

35. The Council may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Council, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the members of the Council under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Council may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

36. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine.

37. The Council shall cause minutes to be made in books provided for the purpose:-

(a) of all appointments of officers made by the Council;

(b) of the names of the members of the Council present at each meeting of the Council and of any committee of the Council;

(c) of all resolutions and proceedings at all meetings of the Company, and of the Council, and of committees of Council;

and every member of the Council present at any meeting of the Council or committee of the Council shall sign his name in a book to be kept for that purpose.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

38. The office of member of the Council shall be vacated if the member:-

(a) without the consent of the Company in General Meeting holds any other office of profit under the Company; or

(b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) becomes prohibited from being a member of the Council by reason of any disqualification order made under the Act; or

(d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or

(e) resigns his office by notice in writing to the Company; or

(f) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 317 of the Act.

A member of the Council shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

ROTATION OF MEMBERS OF THE COUNCIL

39. At the first Annual General Meeting of the Company all the members of the Council shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the members of the Council for the time being or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

40. The members of the Council to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members of the Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

41. A retiring member of the Council shall be eligible for re-election.

42. The Company at the meeting at which a member of the Council retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring member of the Council shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member of the Council shall have been put to the meeting and lost.

43. No person other than a member of the Council retiring at the meeting shall unless recommended by the Council be eligible for election to the office of member of the Council at any General Meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

44. The Company may from time to time by ordinary resolution increase or reduce the number of members of the Council, and may also determine in what rotation the increased or reduced number is to go out of office.

45. The Council shall have power at any time, and from time to time, to appoint any person to be a member of the Council, either to fill a casual vacancy or as an addition to the existing members of the Council, but so that the total number of members of the Council shall not at any time exceed the number fixed in accordance with these Articles. Any member of the Council so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account

in determining the members of the Council who are to retire by rotation at such meeting.

46. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any member of the Council before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such member of the Council. Such removal shall be without prejudice to any claim such member of the Council may have for damages for breach of any contract of service between him and the Company.

47. The Company may by ordinary resolution appoint another person in place of a member of the Council removed from office under the immediately preceding Article. Without prejudice to the powers of the Council under Article 45 the Company in General Meeting may appoint any person to be a member of the Council either to fill a casual vacancy or as an additional member of the Council. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a member of the Council on the day on which the member of the Council in whose place he is appointed was last elected a member of the Council.

PROCEEDINGS OF THE COUNCIL

48. The members of the Council may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A member of the Council may, and the secretary on the requisition of a member of the Council shall, at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of Council to any member of the Council for the time being absent from the United Kingdom.

49. The quorum necessary for the transaction of the business of the Council may be fixed by the Council, and unless so fixed shall be two.

50. The continuing members of the Council may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members of the Council, the continuing member or members of the Council may act for the purpose of increasing the number of members of the Council to that number, or of summoning a General Meeting of the Company, but for no other purpose.

51. The Council may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members of the Council present may choose one of their number to be chairman of the meeting.

52. The Council may delegate any of their powers to committees consisting of such member or members of their body as they think

fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council.

53. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

54. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

55. All acts done by any meeting of the Council or of a committee of the Council, or by any person acting as a member of the Council, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Council or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.

56. A resolution in writing, signed by all the members of the Council for the time being entitled to receive notice of a meeting of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.

SECRETARY

57. Subject to Section 13(5) of the Act, the secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

58. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Council and the secretary shall not be satisfied by its being done by or to the same person acting both as member of the Council and as, or in place of, the secretary.

THE SEAL

59. The Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Council or of a committee of the Council authorised by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the secretary or by a second member of the Council or by some other person appointed by the Council for the purpose.

ACCOUNTS

60. The Council shall cause accounting records to be kept in accordance with Sections 221 to 223 (inclusive) of the Act.

61. The accounting records shall be kept at the registered office of the Company or, subject to Section 222 of the Act, at such

other place or places as the Council thinks fit, and shall always be open to the inspection of the officers of the Company.

62. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being member of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Council or by the Company in General Meeting.

63. The Council shall from time to time in accordance with Sections 227 to 229 (inclusive) of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

64. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditor's report, and Council's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

AUDIT

65. Auditors shall be appointed and their duties regulated in accordance with Chapter V Part XI of the Act.

NOTICES

66. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

67. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

(a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;

(b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his

death or bankruptcy would be entitled to receive notice of the meeting; and

(c) the auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

RULES OR BYE LAWS

68. The Council may from time to time make such Rules or Bye Laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such Rules or Bye Laws regulate:-

(i) The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.

(ii) The conduct of members of the Company in relation to one another, and to the Company's servants.

(iii) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.

(iv) The procedure at general meetings and meetings of the Council and committees of the Council in so far as such procedure is not regulated by these presents.

(v) And, generally, all such matters as are commonly the subject matter of Company rules.

The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Council shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

Names and addresses of Subscribers



1. Michael Richard Counsell,
15, Pembroke Road,
Bristol. BS99 7DX.

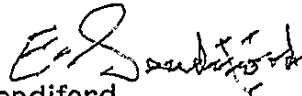


2. Christopher Charles Hadler,
15, Pembroke Road,
Bristol. BS99 7DX.

Dated

23 SEP 1985

Witness to the above Signatures,



Errol Sandiford,
15, Pembroke Road,
Bristol. BS99 7DX.

THE COMPANIES ACTS 1948 TO 1981

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,
bold block lettering

* delete if
inappropriate

To the Registrar of Companies

For official use

1055696

Name of Company

TOUCHPOWER

Limited*

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

15 PEMBROKE ROAD,

BRISTOL BS99 7DX

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

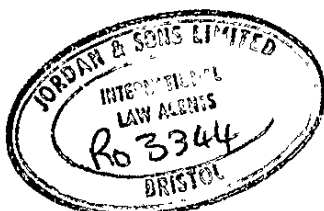
JORDAN & SONS LIMITED,

15 PEMBROKE ROAD,

BRISTOL BS99 7DX

Number of continuation sheets attached (see note 1)

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



Printed and supplied by —
Jordan & Sons Limited Company Formation and Information Services Stationers and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE. Telephone. 01-2533530 Telex 261010

For official use

General section

Post room

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(note 2) 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 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3)	MICHAEL RICHARD COUNSELL	Business occupation	COMMERCIAL MANAGER
Previous name(s) (note 3)		Nationality	BRITISH
Address (note 4)	15 PEMBROKE ROAD, BRISTOL BS99 7DX	Date of birth (where applicable) (note 6)	
Other directorships †			
NONE			
I hereby consent to act as director of the company named on page 1			
Signature		Date 23 SEP 1985	

Name (note 3)	CHRISTOPHER CHARLES HADLER	Business occupation	COMMERCIAL MANAGER
Previous name(s) (note 3)		Nationality	BRITISH
Address (note 4)	15 PEMBROKE ROAD, BRISTOL BS99 7DX	Date of birth (where applicable) (note 6)	
Other directorships †			
I hereby consent to act as director of the company named on page 1			
Signature		Date 23 SEP 1985	

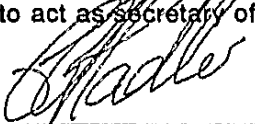
Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Other directorships †			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

Please do not
write in this
binding margin



Important
The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

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 3 & 7) CHRISTOPHER CHARLES HADLER	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
15 PEMBROKE ROAD,	
BRISTOL BS99 7DX	
I hereby consent to act as secretary of the company named on page 1	
Signature 	Date 23 SEP 1985

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

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

† delete as
appropriate

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

Signature 	[Subscriber] [Agent] † Date 23 SEP 1985
Signature 	[Subscriber] [Agent] † Date 23 SEP 1985

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1955696

I hereby certify that

TOUCHPOWER LIMITED

is this day incorporated under the Companies Act 1985 as a
private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the

7TH NOVEMBER 1985

A handwritten signature in cursive script, appearing to read 'M. Saunders'.

M. SAUNDERS (MRS)
an authorised officer

No. of Company: 1955696

18
THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE

ACCEPT UNSTAMPED 240

NOV 1986 33115

SIGNATURE

16/7/86

SPECIAL RESOLUTIONS

of

TOUCHPOWER LIMITED

(Passed 14th July, 1986)

Pursuant to the Articles of Association of the Company, We, being all the members of the Company hereby pass the following resolutions as Special Resolution of the Company.

RESOLUTIONS

1. That the name of the Company be changed to "Techniquet
2. That the word "limited" be dropped from the name of the Company.
3. That the Memorandum and Articles of Association of the Company be altered in accordance with the documents annexed hereto and marked Exhibit "A".

Dated 14th July, 1986.

Name of Members

John George Beetlestone

Rudolf Theodor Felix Plaut

Signature

.....
R. T. F. Plaut.....



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1955696

I hereby certify that

TOUCHPOWER LIMITED

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

Given under my hand at the Companies Registration Office,
Cardiff the 23RD JULY 1986

D. G. Elackstock

D. G. ELACKSTOCK

an authorised officer

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

TECHNIQUEST LIMITED

1. The name of the Company is "Techniquiest Limited".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
 - (A) To promote the advancement of education and learning, particularly amongst children, of science and technology and in particular (without limiting the generality of the foregoing) to do so by maintaining and carrying on an exhibition to explore various scientific concepts and to encourage an awareness amongst such children of the significance of science and technology in Society.
 - (B) In furtherance of the above object but not otherwise subject to such consents as are required by law to borrow and raise money for the purposes of the Company in such manner and on such security as the Company may deem necessary.
 - (C) To conduct appeals for money or other gifts or for any other assistance for any of the purposes of the Company, and to solicit and accept subscriptions and donations (whether of real or personal property) and devises and bequests for any of the purposes of the Company provided that no trading of a permanent nature is engaged in.
 - (D) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.
 - (E) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or structures.
 - (F) Subject to such consents as are required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects.
 - (G) Subject to Clause 4 hereof to employ and pay architects, surveyors,

- (G) Subject to Clause 4 hereof to employ and pay architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff not being a member of the Council of Management as are necessary for the furtherance of the objects of the Company.
 - (H) To grant pensions and retirement benefits to or for employees or former employees and to the widows, children and other dependants of deceased employees and to pay or subscribe to funds or schemes for the provision of life assurance, pensions and retirement benefits for employees and former employees their widows, children and other dependants.
 - (I) To subscribe to, become a member of, or amalgamate or co-operate with any other organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its Constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof.
 - (J) To purchase or otherwise acquire and undertake all or such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any one or more of the organisations, institutions, societies or bodies with which this Company is authorised to amalgamate.
 - (K) To do all or any of the things hereinbefore authorised either alone or in conjunction with any other organisation, institution, society or body with which this Company is authorised to amalgamate.
 - (L) To undertake and execute any trusts necessary for the furtherance of the objects of the Company.
 - (M) To establish and support or aid in establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Company.
 - (N) To print and publish, or procure to be printed and published, and to circulate, or procure to be circulated (whether gratuitously or not) any newspaper, periodicals, magazines, books, pamphlets, leaflets, or other documents on subjects which are within the objects of the Company.
 - (O) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.
 - (P) To do all such other lawful things as are necessary for the attainment of the above objects or any of them.
4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of

profit, to members of the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company:-

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Council of Management or its Governing Body) for any services rendered to the Company;
 - (b) of interest on money lent by any member of the Company or of its Council of Management or other Governing Body at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Council of Management or other Governing Body;
 - (c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Council of Management or other Governing Body; and
 - (d) to any member of its Council of Management or other Governing Body of reasonable out-of-pocket expenses.
5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.
7. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable body or bodies having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such body or bodies to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable purpose with the consent of the Charity Commissioners for England and Wales.

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

TECHNIQUEST LIMITED

INTERPRETATION

1. In these Articles:-

"the Act" means the Companies Act 1985

"the seal" means the common seal of the Company.

"the Council" means the Council of Management of the Company.

"secretary" means any person appointed to perform the duties of the secretary of the Company.

"the United Kingdom" means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

MEMBERS

2. The number of members with which the Company proposes to be registered is four, but the Council may from time to time with the written consent of all the members of the Company register an increase of members.
3. The subscribers to the Memorandum of Association and such other persons as the Council shall with the written consent of all the members of the Company admit to membership shall be members of the Company. Every member of the Company other than the subscribers shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. Unless the members of the Council with the written consent of all the Members of the Company shall make other provisions pursuant to the powers contained in Article 68, the members of the Council may in their absolute

discretion permit any member to retire provided that after such retirement the number of members is not less than two. Notwithstanding the preceding provisions of this Article or of any Rule or Byelaw made pursuant to Article 68 the subscribers to the Memorandum of Association shall automatically cease to be Members of the Company so soon as two other persons are Members of the Company.

GENERAL MEETINGS

5. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Council shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
6. The Council may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient members of the Council capable of acting to form a quorum, any member of the Council or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

NOTICES OF GENERAL MEETINGS

7. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company:

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:-

- (a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.

8. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

9. 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 the consideration of the accounts, balance sheets, and the reports of the Council and auditors, the election of members of the Council in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.
10. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two members present in person shall be a quorum.
11. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it 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 Council may determine.
12. The chairman, if any, of the Council shall preside as chairman at every General Meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members of the Council present shall elect one of their number to be chairman of the meeting.
13. If at any meeting no member of the Council is willing to act as chairman or if no member of the Council is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
14. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
15. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
- (a) by the chairman; or
 - (b) by at least two members present in person or by proxy; or

- (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

16. Except as provided in Article 18, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall not be entitled to a second or casting vote.
18. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
19. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

VOTES OF MEMBERS

20. Every member shall have one vote.
21. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver, or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.
22. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid.
23. On a poll votes may be given either personally or by proxy.
24. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the

appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.

25. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

26. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"
Limited.
I/We of in the County
of being a member/members of the above named Company,
hereby appoint of or failing him
of as my/our proxy to vote for me/us on my/our
behalf at the (Annual or Extraordinary, as the case may be) General
Meeting of the Company to be held on the day of
19 , and at any adjournment thereof.

Signed this day of 19 ."

27. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"
Limited.
I/We of in the County of
being a member/members of the above named Company, hereby
appoint of or failing him
of as my/our proxy to vote for me/us on my/our behalf
at the (Annual or Extraordinary, as the case may be) General Meeting of
the Company to be held on the day of 19 , and at
any adjournment thereof.

Signed this day of 19 .

This form is to be used *in favour of the resolution.
against

Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired. "

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

30. Any corporation which is a member of the Company may by resolution of its Council or other Governing Body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

COUNCIL OF MANAGEMENT

31. The maximum and minimum number of the members of the Council may be determined by the Company in General Meeting being not less than two.
32. The members of the Council shall be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Council or any committee of the Council or General Meetings of the Company or in connection with the business of the Company.

BORROWING POWERS

33. The Council may exercise all the powers of the Company subject to such consents as are required by law to borrow money, and to mortgage or charge its undertaking and property, 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 THE COUNCIL

34. The business of the Company shall be managed by the Council, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.
35. The Council may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Council, to be the attorney or attorneys of

the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the members of the Council under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Council may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

36. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine.

37. The Council shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the Council;
- (b) of the names of the members of the Council present at each meeting of the Council and of any committee of the Council; and
- (c) of all resolutions and proceedings at all meetings of the Company, and of the Council, and of committees of the Council;

and every member of the Council present at any meeting of the Council or Committee of the Council shall sign his name in a book to be kept for that purpose.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

38. The office of member of the Council shall be vacated if the member:-

- (a) holds any office of profit under the Company; or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) becomes prohibited from being a member of the Council by reason of any disqualification order made under the Act; or
- (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
- (e) resigns his office by notice in writing to the Company; or
- (f) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 317 of the Act.

A member of the Council shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

ROTATION OF MEMBERS OF THE COUNCIL

39. At the first Annual General Meeting of the Company all the members of the Council shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the members of the Council for the time being or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.
40. The members of the Council to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members of the Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
41. A retiring member of the Council shall be eligible for re-election.
42. The Company at the meeting at which a member of the Council retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring member of the Council shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member of the Council shall have been put to the meeting and lost.
43. No person other than a member of the Council retiring at the meeting shall unless recommended by the Council be eligible for election to the office of member of the Council at any General Meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
44. The Company may from time to time by ordinary resolution with the written consent of all its members increase or reduce the number of members of the Council, and may also determine in what rotation the increased or reduced number is to go out of office.
45. The Council shall have power at any time, and from time to time, to appoint any person approved in writing by all its members to be a member of the Council, either to fill a casual vacancy or as an addition to the existing members of the Council, but so that the total number of members of the Council shall not at any time exceed the number fixed in accordance with these Articles. Any member of the Council so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the members of the Council who are to retire by rotation at such meeting.
46. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any member of the Council before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such member of the Council. Such removal shall be without prejudice to any claim such member of the Council may have for damages for breach of

any contract of service between him and the Company.

47. The Company may by ordinary resolution appoint another person in place of a member of the Council removed from office under the immediately preceding Article. Without prejudice to the powers of the Council under Article 45 the Company in General Meeting may appoint any person to be a member of the Council either to fill a casual vacancy or as an additional member of the Council. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a member of the Council on the day on which the member of the Council in whose place he is appointed was last elected a member of the Council.

PROCEEDINGS OF THE COUNCIL

48. The members of the Council may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A member of the Council may, and the secretary on the requisition of a member of the Council shall, at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any member of the Council for the time being absent from the United Kingdom.
49. The quorum necessary for the transaction of the business of the Council may be fixed by the Council, and unless so fixed shall be two.
50. The continuing members of the Council may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members of the Council, the continuing member or members of the Council may act for the purpose of increasing the number of members of the Council to that number, or of summoning a General Meeting of the Company, but for no other purpose.
51. The Council may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members of the Council present may choose one of their number to be chairman of the meeting.
52. The Council may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council.
53. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
54. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

55. All acts done bona fide by any meeting of the Council or of a committee of the Council, or by any person acting as a member of the Council, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Council or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.
56. A resolution in writing, signed by all the members of the Council for the time being entitled to receive notice of a meeting of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.

SECRETARY

57. Subject to Section 13(5) of the Act the secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
58. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Council and the secretary shall not be satisfied by its being done by or to the same person acting both as member of the Council and as, or in place of, the secretary.

THE SEAL

59. The Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Council or of a committee of the Council authorised by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the secretary or by a second member of the Council or by some other person appointed by the Council for the purpose.

ACCOUNTS

60. The Council shall cause accounting records to be kept in accordance with Sections 221 to 223 (inclusive) of the Act.
61. The accounting records shall be kept at the registered office of the Company or, subject to Section 222 of the Act, at such other place or places as the Council thinks fit, and shall always be open to the inspection of the officers of the Company.
62. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Council or by the Company in General Meeting.

63. The Council shall from time to time in accordance with Sections 227 to 229 (inclusive) of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
64. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditor's report, and Council's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

AUDIT

65. Auditors shall be appointed and their duties regulated in accordance with Chapter V Part XI of the Act.

NOTICES

66. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
67. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
 - (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
 - (c) the auditor for the time being of the Company.
- No other person shall be entitled to receive notices of General Meetings.

RULES OR BYE LAWS

68. The Council may from time to time with the written consent of all the members of the Company make such Rules or Bye Laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the

generality of the foregoing, they may by such Rules or Bye Laws regulate:-

- (i) The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
- (ii) The conduct of members of the Company in relation to one another, and to the Company's servants.
- (iii) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.
- (iv) The procedure at general meetings and meetings of the Council and committees of the Council in so far as such procedure is not regulated by these presents.
- (v) And, generally, all such matters as are commonly the subject matter of Company rules.

The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Council shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

G

COMPANIES FORM No. 30(5)(c)

Declaration on change of name omitting "limited" or its Welsh equivalent

30(5)(c)

Please do not
write in
this margin

Pursuant to section 30(5)(c) of the Companies Act 1985

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

For official use

Company number

[] [] [] [] [] [] [] [] [] []

1955696

Name of company

* TOUCHPOWER LIMITED

* insert full
name of company

I, JOHN GEORGE BEETLESTONE

of 93 FAIRLEIGH ROAD, CARDIFF CF1 9JW

(Member of the Council) TOUCHPOWER LIMITED
[a director] [the secretary] of

† delete as
appropriate

do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above Act.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declared at 22 Newport Road,
Cardiff

Declarant to sign below

J. Beetlestone

the 15th day of July

One thousand nine hundred and eighty-six

before me

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

Police approved
To Take Oaths.

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

PHILLIPS & BUCK
SOLICITORS
FITZALAN HOUSE
FITZALAN ROAD
CARDIFF CF2 1EL
RT/38

For official Use
General Section

CLASSDATE
16 JUN 1986
CRO

No. of Company: 1955696

RES. 11
THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTIONS

of

TECH

TOUCHPOWER LIMITED

(Passed 4th June 1986)

Pursuant to the Articles of Association of the Company, We, being all the members of the Company hereby pass the following resolutions as Special Resolution of the Company.

RESOLUTIONS

1. That the name of the Company be changed to "Welsh Interactive Science and Technology Centre Limited".
2. That the word "limited" be dropped from the name of the Company.
3. That the Memorandum and Articles of Association of the Company be altered in accordance with the documents annexed hereto and marked Exhibit "A".

Dated 4th June 1986

Name of Members

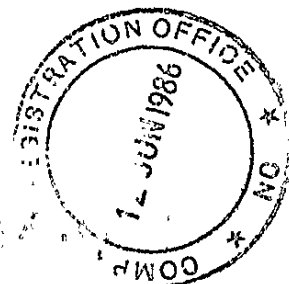
John George Beetlestone

Rudolf Theodor Felix Plaut

Signature

.....
R. T. F. Plaut

Chartered Accountant
Luo -
12-16-86.



COMPANY NUMBER: 1955696

The Companies Act 1985

Company Limited by Guarantee

Special Resolution

of

Techniquet

(Passed 10th November 1993)

Pursuant to Regulation 19 of the Articles of Association of the Company, the undermentioned Resolutions have been passed as Special Resolutions of the Company (as if passed at a General Meeting duly convened and held).

Special Resolutions

1. The Memorandum of Association of the Company be amended as follows:-

- (a) By the addition of the following additional paragraph (e) to the proviso to clause 4:-
"(e) of any sum authorised by clause 5 below."; and
- (b) by the addition of the following clause to be inserted as a new clause 5:

"5. In pursuance of the above objects of the Company the Company may arrange and pay any premium in respect of any indemnity insurance to cover the liability of the members of the Council of Management of the Company which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of

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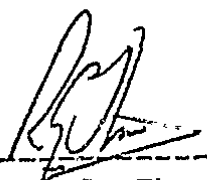


which they may be guilty in relation to the Company: provided that any such insurance shall not extend to any claim arising from any act or omission which the members of the Council of Management of the Company or any of them know or ought reasonably to have known was a breach of duty or breach of trust or which was committed by the members of the Council of Management of the Company or any of them in reckless disregard of whether it was a breach of duty or breach of trust or not."

2. The Articles of Association of the Company be amended as follows:-

"INDEMNITY

69. In the lawful execution of his duties in relation to the affairs of the Company every member of the Council or other officer of the Company shall subject to section 310 of the Act, be indemnified out of the assets of the Company against all losses, claims, actions or other liabilities which he may suffer, sustain or incur by reason of or arising from the lawful and proper execution of the duties of his office, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 727 of the Act in which relief is granted to him by the courts.
70. The Council may exercise any powers of the Company conferred by its Memorandum of Association to arrange and pay any premium in respect of indemnity insurance to cover the liability of the members of the Council or any of them to the extent authorised by the Memorandum of Association."



Signed by R.G. Thomas for and
on behalf of the Council of Management
of the Company.

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

TECHNIQUEST *

1. The name of the Company is "Techniquest"
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
 - (A) To promote the advancement of education and learning, particularly amongst children, of science and technology and in particular (without limiting the generality of the foregoing) to do so by maintaining and carrying on an exhibition to explore various scientific concepts and to encourage an awareness amongst such children of the significance of science and technology in Society.
 - (B) In furtherance of the above object but not otherwise subject to such consents as are required by law to borrow and raise money for the purposes of the Company in such manner and on such security as the Company may deem necessary.
 - (C) To conduct appeals for money or other gifts or for any other assistance for any of the purposes of the Company, and to solicit and accept subscriptions and donations (whether of real or personal property) and devises and bequests for any of the purposes of the Company provided that no trading of a permanent nature is engaged in.
 - (D) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.
 - (E) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or structures.
 - (F) Subject to such consents as are required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects.

formerly Touchpower Limited. Name changed by special resolution dated 14th July, 1986
Certificate of Incorporation on Change of Name dated 23rd July, 1986

- (G) Subject to Clause 4 hereof to employ and pay architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff not being a member of the Council of Management as are necessary for the furtherance of the objects of the Company.
- (H) To grant pensions and retirement benefits to or for employees or former employees and to the widows, children and other dependants of deceased employees and to pay or subscribe to funds or schemes for the provision of life assurance, pensions and retirement benefits for employees and former employees their widows, children and other dependants.
- (I) To subscribe to, become a member of, or amalgamate or co-operate with any other organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its Constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof.
- (J) To purchase or otherwise acquire and undertake all or such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any one or more of the organisations, institutions, societies or bodies with which this Company is authorised to amalgamate.
- (K) To do all or any of the things hereinbefore authorised either alone or in conjunction with any other organisation, institution, society or body with which this Company is authorised to amalgamate.
- (L) To undertake and execute any trusts necessary for the furtherance of the objects of the Company.
- (M) To establish and support or aid in establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Company.
- (N) To print and publish, or procure to be printed and published, and to circulate, or procure to be circulated (whether gratuitously or not) any newspaper, periodicals, magazines, books, pamphlets, leaflets, or other documents on subjects which are within the objects of the Company.
- (O) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.
- (P) To do all such other lawful things as are necessary for the attainment of the above objects or any of them.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of

profit, to members of the Company.

Provided that nothing herein shall prevent any payment in good faith by the 'Company:-

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Council of Management or its Governing Body) for any services rendered to the Company;
- (b) of interest on money lent by any member of the Company or of its Council of Management or other Governing Body at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Council of Management or other Governing Body;
- (c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Council of Management or other Governing Body; and
- (d) to any member of its Council of Management or other Governing Body of reasonable out-of-pocket expenses.
- (e) of any sum authorised by clause 5 below .

5. In pursuance of the above objects of the Company the Company may arrange and pay any premium in respect of any indemnity insurance to cover the liability of the members of the Council of Management of the Company which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Company: provided that any such insurance shall not extend to any claim arising from any act or omission which the members of the Council of Management of the Company or any of them know or ought reasonably to have known was a breach of duty or breach of trust or which was committed by the members of the Council of Management of the Company or any of them in reckless disregard of whether it was a breach of duty or breach of trust or not .

6 The liability of the members is limited.

7 Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

8 If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable body or bodies having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such body or bodies to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable purpose with the consent of the Charity Commissioners for England and Wales.

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

TECHNIQUEST

INTERPRETATION

1. In these Articles:-

"the Act" means the Companies Act 1985

"the seal" means the common seal of the Company.

"the Council" means the Council of Management of the Company.

"secretary" means any person appointed to perform the duties of the secretary of the Company.

"the United Kingdom" means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

MEMBERS

2. The number of members with which the Company proposes to be registered is four, but the Council may from time to time with the written consent of all the members of the Company register an increase of members.
3. The subscribers to the Memorandum of Association and such other persons as the Council shall with the written consent of all the members of the Company admit to membership shall be members of the Company. Every member of the Company other than the subscribers shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. Unless the members of the Council with the written consent of all the Members of the Company shall make other provisions pursuant to the powers contained in Article 68, the members of the Council may in their absolute

discretion permit any member to retire provided that after such retirement the number of members is not less than two. Notwithstanding the preceding provisions of this Article or of any Rule or Byelaw made pursuant to Article 68 the subscribers to the Memorandum of Association shall automatically cease to be Members of the Company so soon as two other persons are Members of the Company.

GENERAL MEETINGS

5. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Council shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
6. The Council may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient members of the Council capable of acting to form a quorum, any member of the Council or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

NOTICES OF GENERAL MEETINGS

7. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company:

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:-

- (a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.

8. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

9. 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 the consideration of the accounts, balance sheets, and the reports of the Council and auditors, the election of members of the Council in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.
10. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two members present in person shall be a quorum.
11. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it 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 Council may determine.
12. The chairman, if any, of the Council shall preside as chairman at every General Meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members of the Council present shall elect one of their number to be chairman of the meeting.
13. If at any meeting no member of the Council is willing to act as chairman or if no member of the Council is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
14. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
15. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
- (a) by the chairman; or
 - (b) by at least two members present in person or by proxy; or

- (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

16. Except as provided in Article 18, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall not be entitled to a second or casting vote.
18. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
19. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

VOTES OF MEMBERS

20. Every member shall have one vote.
21. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver, or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.
22. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid.
23. On a poll votes may be given either personally or by proxy.
24. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the

appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.

25. The instrument appointing a proxy and the power of attorney; or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

26. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

" Limited.

I/We of in the County
of being a member/members of the above named Company,
hereby appoint of or failing him
of as my/our proxy to vote for me/us on my/our
behalf at the (Annual or Extraordinary, as the case may be) General
Meeting of the Company to be held on the day of
19 , and at any adjournment thereof.

Signed this day of 19 ."

27. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

" Limited.

I/We of in the County of
being a member/members of the above named Company, hereby
appoint of or failing him
of as my/our proxy to vote for me/us on my/our behalf
at the (Annual or Extraordinary, as the case may be) General Meeting of
the Company to be held on the day of 19 , and at
any adjournment thereof.

Signed this day of 19 .

This form is to be used *in favour of the resolution.
against

Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired. "

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

30. Any corporation which is a member of the Company may by resolution of its Council or other Governing Body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

COUNCIL OF MANAGEMENT

31. The maximum and minimum number of the members of the Council may be determined by the Company in General Meeting being not less than two.
32. The members of the Council shall be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Council or any committee of the Council or General Meetings of the Company or in connection with the business of the Company.

BORROWING POWERS

33. The Council may exercise all the powers of the Company subject to such consents as are required by law to borrow money, and to mortgage or charge its undertaking and property, 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 THE COUNCIL

34. The business of the Company shall be managed by the Council, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.
35. The Council may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Council, to be the attorney or attorneys of

the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the members of the Council under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Council may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

36. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine.
37. The Council shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Council;
 - (b) of the names of the members of the Council present at each meeting of the Council and of any committee of the Council; and
 - (c) of all resolutions and proceedings at all meetings of the Company, and of the Council, and of committees of the Council;

and every member of the Council present at any meeting of the Council or Committee of the Council shall sign his name in a book to be kept for that purpose.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

38. The office of member of the Council shall be vacated if the member:-
- (a) holds any office of profit under the Company; or
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) becomes prohibited from being a member of the Council by reason of any disqualification order made under the Act; or
 - (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
 - (e) resigns his office by notice in writing to the Company; or
 - (f) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 317 of the Act.

A member of the Council shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

ROTATION OF MEMBERS OF THE COUNCIL

39. At the first Annual General Meeting of the Company all the members of the Council shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the members of the Council for the time being or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.
40. The members of the Council to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members of the Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
41. A retiring member of the Council shall be eligible for re-election.
42. The Company at the meeting at which a member of the Council retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring member of the Council shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member of the Council shall have been put to the meeting and lost.
43. No person other than a member of the Council retiring at the meeting shall unless recommended by the Council be eligible for election to the office of member of the Council at any General Meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
44. The Company may from time to time by ordinary resolution with the written consent of all its members increase or reduce the number of members of the Council, and may also determine in what rotation the increased or reduced number is to go out of office.
45. The Council shall have power at any time, and from time to time, to appoint any person approved in writing by all its members to be a member of the Council, either to fill a casual vacancy or as an addition to the existing members of the Council, but so that the total number of members of the Council shall not at any time exceed the number fixed in accordance with these Articles. Any member of the Council so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the members of the Council who are to retire by rotation at such meeting.
46. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any member of the Council before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such member of the Council. Such removal shall be without prejudice to any claim such member of the Council may have for damages for breach of

any contract of service between him and the Company.

47. The Company may by ordinary resolution appoint another person in place of a member of the Council removed from office under the immediately preceding Article. Without prejudice to the powers of the Council under Article 45 the Company in General Meeting may appoint any person to be a member of the Council either to fill a casual vacancy or as an additional member of the Council. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a member of the Council on the day on which the member of the Council in whose place he is appointed was last elected a member of the Council.

PROCEEDINGS OF THE COUNCIL

48. The members of the Council may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A member of the Council may, and the secretary on the requisition of a member of the Council shall, at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any member of the Council for the time being absent from the United Kingdom.
49. The quorum necessary for the transaction of the business of the Council may be fixed by the Council, and unless so fixed shall be two.
50. The continuing members of the Council may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members of the Council, the continuing member or members of the Council may act for the purpose of increasing the number of members of the Council to that number, or of summoning a General Meeting of the Company, but for no other purpose.
51. The Council may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members of the Council present may choose one of their number to be chairman of the meeting.
52. The Council may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council.
53. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
54. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

55. All acts done bona fide by any meeting of the Council or of a committee of the Council, or by any person acting as a member of the Council, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Council or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.

56. A resolution in writing, signed by all the members of the Council for the time being entitled to receive notice of a meeting of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.

SECRETARY

57. Subject to Section 13(5) of the Act the secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

58. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Council and the secretary shall not be satisfied by its being done by or to the same person acting both as member of the Council and as, or in place of, the secretary.

THE SEAL

59. The Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Council or of a committee of the Council authorised by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the secretary or by a second member of the Council or by some other person appointed by the Council for the purpose.

ACCOUNTS

60. The Council shall cause accounting records to be kept in accordance with Sections 221 to 223 (inclusive) of the Act.

61. The accounting records shall be kept at the registered office of the Company or, subject to Section 222 of the Act, at such other place or places as the Council thinks fit, and shall always be open to the inspection of the officers of the Company.

62. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Council or by the Company in General Meeting.

63. The Council shall from time to time in accordance with Sections 227 to 229 (inclusive) of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
64. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditor's report, and Council's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

AUDIT

65. Auditors shall be appointed and their duties regulated in accordance with Chapter V Part XI of the Act.

NOTICES

66. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
67. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
 - (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
 - (c) the auditor for the time being of the Company.
- No other person shall be entitled to receive notices of General Meetings.

RULES OR BYE LAWS

68. The Council may from time to time with the written consent of all the members of the Company make such Rules or Bye Laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the

generality of the foregoing, they may by such Rules or Bye Laws regulate:-

- (i) The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
- (ii) The conduct of members of the Company in relation to one another, and to the Company's servants.
- (iii) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.
- (iv) The procedure at general meetings and meetings of the Council and committees of the Council in so far as such procedure is not regulated by these presents.
- (v) And, generally, all such matters as are commonly the subject matter of Company rules.

The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Council shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

INDEMNITY

- 69. In the lawful execution of his duties in relation to the affairs of the Company every member of the Council or other officer of the Company shall, subject to section 310 of the Act, be indemnified out of the assets of the Company against all losses, claims, actions or other liabilities which he may suffer, sustain or incur by reason of or arising from the lawful and proper execution of the duties of his office, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with Any application under section 727 of the Act in which relief is granted to him by the courts.
- 70. The Council may exercise any powers of the Company conferred by its Memorandum of Association to arrange and pay any premium in respect of indemnity insurance to cover the liability of the members of the Council or any of them to the extent authorised by the Memorandum of Association .

G

COMPANIES FORM No. 225(1)

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

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

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

1. To the Registrar of Companies
(Address overleaf - Note 6)

Company number

1955696

Name of company

* TECHNIQUEST

* insert full name of company

Note
Details of day and month in 2, 3 and 4 should be the same.
Please read notes 1 to 5 overleaf before completing this form.

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

Day Month

3 1 0 7

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

Day Month Year

3 1 0 7 1 9 9 5

† delete as appropriate

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a ~~subsidiary~~ [parent]† undertaking of

TECHNIQUEST ENTERPRISES LIMITED, company number 22505

the accounting reference date of which is 31 July

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on

~~and it is still in force.~~

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

6. Signed

Designation†

SECRETARYDate 23/11/94

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

For official use
D.E.B.

Post room

