



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

To the Registrar of Companies

For official use

For official use

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2245562

Name of company

* WREN HOLDINGS LIMITED

* insert full
name of CompanyI, David Victor Gibbons
of Briarfields, Plough Corner, Little Clacton, Essex CO16 9LU† delete as
appropriate

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 8, Artillery Lane
London E1 7LS

Declarant to sign below

the 25th day of March
One thousand nine hundred and eighty eight
before me [Signature]A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.Presentor's name address and
reference (if any): DGS/DVG

Neville Russell
Chartered Accountants
248, Bishopsgate,
London, EC2M 4PB

For official Use
New Companies Section

Post room

COMPANIES REGISTRATION	
30 MAR 1988	
M	56



COMPANIES FORM No. 10

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

10

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf - Note 8)

For official use

Name of company

* insert full name
of company

* WREN HOLDINGS LIMITED

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

246 Bishopsgate	
London	
Postcode	EC2M 4PB

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

Neville Russell	
246 Bishopsgate	
London	
Postcode	EC2M 4PB

Number of continuation sheets attached (see note 1)

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

Neville Russell
Chartered Accountants
246, Bishopsgate,
London, EC2M 4PB

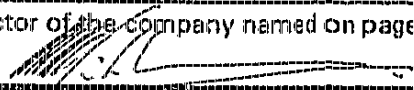
For official Use
General Section

Post room

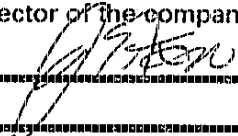
30 MAR 1988

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 margin

Name (note 3) David Victor Gibbons		Business occupation Chartered Secretary	
Previous name(s) (note 3) None		Nationality British	
Address (note 4) 'Briarfields', Plough Corner, Little Clacton, Essex		Date of birth (where applicable) (note 6) N/A	
Postcode CO16 9LU			
Other directorships † (See attached list)			
I consent to act as director of the company named on page 1			
Signature 		Date 10 March 1988	

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


Name (note 3) Jacqueline Elizabeth Fox		Business occupation Graduate ICOSA	
Previous name(s) (note 3) None		Nationality British	
Address (note 4) 39 Parkland Avenue, Upminster, Essex		Date of birth (where applicable) (note 6) N/A	
Postcode RM14 2EX			
Other directorships †			
I consent to act as director of the company named on page 1			
Signature 		Date 22 March 1988	

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

Please do not
write in
this margin.

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

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)	David Victor Gibbons		
Previous name(s) (note 3)	None		
Address (notes 4 & 7)	'Briarfields', Plough Corner, Little Clacton, Essex		
	Postcode	CO16 9LU	
I consent to act as secretary of the company named on page 1			
Signature			Date 28.3.88

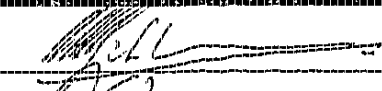
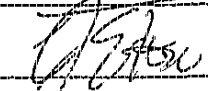
Name (notes 3 & 7)			
Previous name(s) (note 3)			
Address (notes 4 & 7)			
	Postcode		
I consent to act as secretary of the company named on page 1			
Signature			Date

delete if the form is
signed by the
subscribers

Signature of agent on behalf of subscribers	Date
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delete if the form is
signed by an agent on
behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed 	Date 28.3.88
Signed 	Date 28.3.88
Signed	Date
Signed	Date
Signed	Date
Signed	Date

PARTICULARS OF DIRECTORSHIPS HELD OR PREVIOUSLY HELD

DIRECTOR'S NAME Gibbons, David Victor

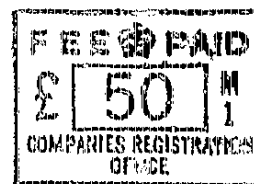
NAME OF COMPANY

DATE OF RESIGNATION

Business International Ltd		
European Electronic Systems (Holdings) Ltd		
G B Chapwell Ltd	Dissolved	06/09/1983
Hughes Aubrey & Partners Ltd		20/08/1985
Hylobates		02/01/1987
The MacKenzie Computer Co Ltd		30/03/1983
Nevrus (226) Ltd		31/12/1986
Video Digest International Ltd	Dissolved	04/03/1986
Spanspot Ltd		11/06/1987
Stretchatride Ltd		22/06/1987

THE COMPANIES ACTS 1985

COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

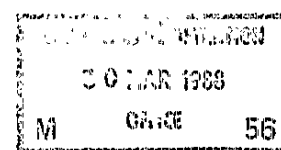
- of -

WREN HOLDINGS LIMITED



1. The name of the Company is Wren Holdings Limited.
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-
 - (A) (i) To purchase or otherwise acquire, hold as an investment and deal in any shares, debentures, stocks, bonds, scrip, or other securities issued by any company or association or any supreme, municipal, local or other authority, whether in Great Britain or any overseas country or place.
 - (ii) To arrange some or all the investments of the Company in convenient or selected units or groups and to sell or otherwise turn to account any interest or interest in any such units or groups upon such terms and conditions as shall be thought fit, to enter into, execute and carry into effect any trust deed, or trust deeds, either revocable or irrevocable and to arrange and do all acts, deeds and things necessary for or convenient for rendering any certificates or other documents of title issued by the Company marketable on any stock exchange and obtaining official quotations thereof.
 - (iii) To subscribe and pay for, on such terms and conditions as may be thought fit, any such shares, debentures, stocks, bonds, scrip or other securities; to carry on business as bankers, financiers, mortgage and finance brokers, insurance brokers, estate agents and generally to undertake and execute agency and commission work.
- (B) To carry on any other business or trade which in the opinion of the Directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects;

R385



Midland £50
306176

- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, whether tangible or intangible and wheresoever situate, which the Company may think necessary or convenient for the purposes of its business and to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof to the advantage of the Company;
- (D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the company and to join with any person, firm or company in doing any of the things aforesaid.
- (E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be;
- (F) To apply for and take out, purchase or otherwise acquire any patents, licences and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights or information so acquired.
- (G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stock, bonds or securities of any other company or corporation carrying on business in any part of the world;
- (H) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon;
- (I) To invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient;
- (J) To lend money or give credit on such terms as may be considered expedient and receive money on deposit or loan from and give guarantees or become security for any persons, firms or companies;
- (K) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company;

- (L) To acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company;
- (M) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company formed or to be formed;
- (N) To establish, promote, finance or otherwise assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company;
- (O) To pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company;
- (P) To accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company;
- (Q) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments;
- (R) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the directors, ex-directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent, or useful object of a public character;
- (S) To establish, contribute to, maintain, advise and assist any schemes, whether or not approved by the UK Inland Revenue, in any part of the world, for granting (whether by way of gift or for consideration) all or any of the employees former employees and directors of the Company or any of its subsidiaries or to trustees of such persons options or other rights to purchase or subscribe for shares in the Company or for sharing the profits of the Company and its subsidiaries with such persons (whether in the form of shares of the Company or otherwise) and for such purposes to contribute or lend money to the trustees of any such scheme for the purposes of purchasing or subscribing for shares in the Company to be held in trust for such persons and, to the extent permitted by law, to lend money to such persons to enable them to subscribe for or purchase or take options or other rights over shares in the Company in accordance with such schemes or otherwise and to pay any costs incurred in the administration of such schemes or otherwise in connection therewith.

- (T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that nothing in this sub-clause shall authorise the Company to make any distribution other than in accordance with the law for the time being in force;
- (U) To do so all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise;
- (V) To all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

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

- 4. The liability of the members is limited.
- 5. The share capital of the Company is £700,000 divided into 2,800,000 shares of 25p each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and to attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
Jacqueline Elizabeth Fox 246 Bishopsgate London EC2M 4PB	ONE
David Victor Gibbons 246 Bishopsgate London EC2M 4PB	ONE

DATED this Twenty eighth day of March 1988

WITNESS to the above signatures:-

M. Wicks

Michelle Wicks
246 Bishopsgate
London EC2M 4PB

Secretary

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

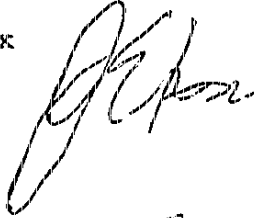
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WREN HOLDINGS LIMITED

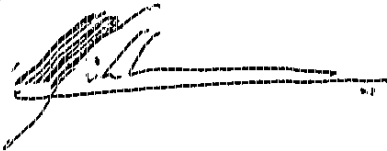
1. The Regulations contained in Table A in The Companies (Tables A to F) Regulations 1985, as amended shall apply to the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Jacqueline Elizabeth Fox
246 Bishopsgate
London EC2M 4PB

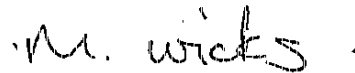


David Victor Gibbons
246 Bishopsgate
London EC2M 4PB



DATED this Twenty eighth day of March 1988

WITNESS to the above Signatures:-



Michelle Wicks
246 Bishopsgate
London EC2M 4PB

Secretary

No.

THE COMPANIES ACTS 1985

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

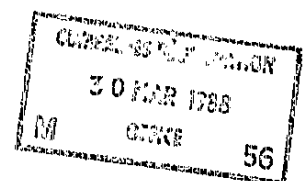
ARTICLES OF ASSOCIATION

OF

WREN HOLDINGS LIMITED

Incorporated the

day of



FILE COPY



CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY

No. 2245562

I hereby certify that

WREN HOLDINGS 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 19 APRIL 1988


MRS. C. R. WILLIAMS

an authorised officer