

**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

To the Registrar of Companies

For official use

For official use

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

[] [] [] []

2435281

Name of company

Krispin Computers Limited

I, JILL TOVEY AUTHORISED SIGNATORY/DIRECTOR OF ELDON SECRETARIAL LIMITED

of 76, WHITCHURCH ROAD,

MAINDY,

CARDIFF.

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 78 Whitchurch Rd
in the City of Cardiff

Declarant to sign below

the 6th day of October
One thousand nine hundred and Eighty nine
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.

PAUL DAVID MAHONEY
A SOLICITOR EMPOWERED
TO ADMINISTER OATHS.

Presentor's name address and
reference (if any)

Madagans
76 Whitchurch Road, Maindy, Cardiff CF4 3LX
Tel: (0222) 221240 Jx: (0222) 239751
DX: 50754 Cardiff 2

For official Use
New Companies Section

Post room

COMPANIES HOUSE
12 OCT 1989
M 51



COMPANIES FORM No. 10

10

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

Please do not
write in
this margin.

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

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

Name of company

* insert full name
of company

• Krispin Computers Limited

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

76 WHITCHURCH ROAD,	
MAINDY	
CARDIFF.	
Postcode	CF4 3LX

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

Postcode	

Number of continuation sheets attached (see note 1)

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

For official Use
General Section



THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES



MEMORANDUM
OF ASSOCIATION OF

KRISPIN COMPUTERS LIMITED

INCORPORATED

*

COMPANY NUMBER

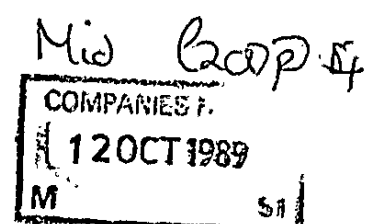
*



1. The name of the Company is KRISPIN COMPUTERS LIMITED
2. The registered office of the Company will be situate in England or Wales
3. The objects for which the Company is established are:-

(A) (1) To carry on business as designers, manufacturers, importers, exporters, consultants, servicers, maintainers, hirers and dealers in computer software, computer security systems and security equipment of every description, and to provide data processing, computer and accounting services and to act as advisers, contractors and consultants on all matters connected with the operation and use of computers, to undertake data preparation, programming and processing, system analysis and the operation of computers and to offer these services to any company, corporation, person or body and to buy and sell computer time; to act as specialists in commercial business developments and reconstructions, business consultants, organisers, managers and investigators; secretaries and registrars of public or private limited companies or other business firms; business transfer agents, employment agents, shorthand writers, copy typists, company promoters, underwriters, financiers, bill brokers, insurance brokers and generally to undertake and execute agencies and commissions of any kind and offer secretarial services in all their branches.

(2) To undertake and execute agency or commission work of all kind and to act generally as agents, factors and brokers for the sale or purchase of goods and the provision of services and travel.



015973.

(B) To carry on any other business or trade which in the opinion of the Directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property; whether tangible or intangible and wheresoever situate, which the Company may think necessary or convenient for the purposes of its business and to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof to the advantage of the Company.

(D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid.

(E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligations undertaken by the Company or by 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 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 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.

(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 moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such a 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 considerations 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 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 payment toward insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent or useful object of a public character.

(S) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

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

(U) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

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

4. The liability of the members is limited.

5. The Company's share capital is 1000 pounds divided into 1000 shares of 1.00 pound each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

WE, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum and we agree to take the number of shares shown opposite our respective names.

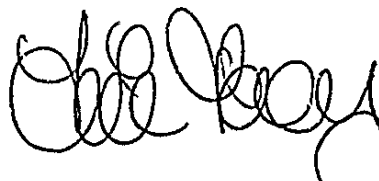
NAMES AND ADDRESSES OF
SUBSCRIBERS

NUMBER OF SHARES
TAKEN BY EACH SUBSCRIBER

ELDON EXECUTIVES LIMITED
76 WHITCHURCH ROAD
MAINDY
CARDIFF

ONE

A DULY AUTHORISED
OFFICER OF ELDON
EXECUTIVES LIMITED



ELDON SECRETARIAL LIMITED
76 WHITCHURCH ROAD
MAINDY
CARDIFF

ONE

A DULY AUTHORISED
OFFICER OF ELDON
SECRETARIAL LIMITED



TOTAL SHARES TAKEN
TWO

DATED the 5TH OCTOBER 1989

WITNESS to the above signatures:



LISA WOODYATT
76 WHITCHURCH ROAD
MAINDY, CARDIFF

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-OF-

KRISPIN COMPUTERS LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A"), shall apply to the Company.

2. Regulations 8, 24, 64, 73 to 75 inclusive and 94 to 97 inclusive of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter contained, shall constitute the regulations of the Company.

SHARES

3. The Company is a private company limited by shares and accordingly,

(A) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company, and

(B) any allotment of, or agreement to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public (within the meaning given to that expression by Sections 58 to 60 of the Act) are prohibited.

4. The Directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit, subject to the provisions of Articles 3 and 5 hereof and provided that no shares shall be issued at a discount.

5. Subject to any direction to the contrary that may be given by the Company in General Meeting, any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined; and after the expiration of such time or on receipt of an intimation from the members to whom the notice is given that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of Section 89 of the Act shall have effect only insofar as they are inconsistent with this Article.

LIEN

6. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all moneys presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

TRANSFER AND TRANSMISSION OF SHARES

7. Save in the circumstances set out in the next succeeding Article, the Directors may in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

8. Subject as hereinafter provided:-

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

(B) Any share may be transferred by a member of the Company to any child or remoter issue, parent, brother, sister or spouse of that member, and any share of a deceased member may be transferred by his personal representatives to any child or remoter issue, parent, brother, sister, widow or widower of such deceased member and shares standing in the name of a deceased member or his personal representatives may be transferred to the trustees of his Will.

(C) Any share standing in the names of the trustees of the Will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such Will or Settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

(D) Any share may be transferred to the personal representatives of a deceased member or to the trustee in Bankruptcy of a member pursuant to the provisions of Regulation 30 of Table A.

Provided always that nothing hereinbefore in this Article contained shall prevent the Directors from declining to register a transfer of a share or shares (i) on which the Company has a lien; (ii) to any infant, bankrupt or person of unsound mind; or (iii) unless the Transfer (a) is lodged at the office or at such other places as the Directors may appoint and is accompanied by the Certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; (b) is in respect of only one class of share; and (c) is in favour of not more than four transferees.

GENERAL MEETINGS

9. Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to the giving of information to members in regard to their right to appoint proxies.

DIRECTORS

10. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors (other than alternate directors) shall not be less than one nor more than seven. If and so long as there is a sole Director each Director may act alone in exercising all the powers and authorities vested in the Directors. A Director shall not be required to hold any share qualification.

11. The first Director or Directors of the Company shall be the person or persons named as the first Director or Directors of the Company in the statement delivered under Section 10(2) of the Act.

12. An alternate Director may be removed from office at any time by the Director appointing him or by a resolution of the Directors or by an ordinary resolution of the Company in General Meeting and Regulation 65 of Table A shall be modified accordingly.

APPOINTMENT AND RETIREMENT OF DIRECTORS

13. Directors shall not be liable to retire by rotation.

14. Regulations 76 to 79 inclusive and 84 of Table A shall be modified by the exclusion of references therein to the retirement of directors by rotation.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

15. Paragraph (e) of Regulation 81 of Table A shall not apply.

16. A person may be appointed a director and may continue in office notwithstanding that he has attained the age of 70.

PROCEEDINGS OF DIRECTORS

17. A director may vote on any resolution concerning a matter in which he has directly or indirectly an interest or duty which conflicts or which may conflict with the interests of the Company and he shall be counted in the quorum present at a meeting in relation to such a resolution.

SECRETARY

18. The first Secretary of the Company shall be the person named as the first Secretary of the Company in the statement delivered under Section 10(2) of the Act.

NOTICES

19. If an envelope containing a notice is posted by pre-paid First Class Mail, the notice shall be deemed to be given at the expiration of 24 hours after the envelope was posted. If such an envelope is posted by any other class of pre-paid mail, the notice shall be deemed to be given at the time at which the envelope would be delivered in the ordinary course of post. Regulation 115 of Table A shall be modified accordingly.

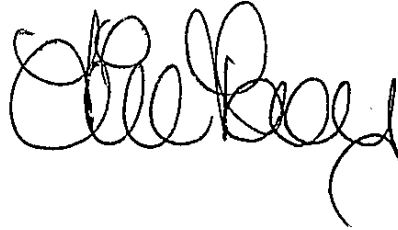
INDEMNITY

20. In addition to the indemnity contained in Regulation 118 of Table A but subject to the provisions of Section 310 of the Act every director or other officer or auditor of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office or employment.

NAMES AND ADDRESSES OF SUBSCRIBERS

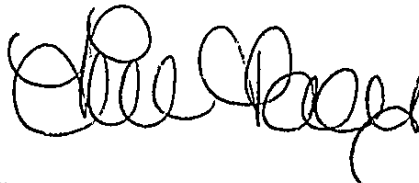
ELDON EXECUTIVES LIMITED
76 WHITCHURCH ROAD
MAINDY
CARDIFF

A DULY AUTHORISED OFFICER
OF ELDON EXECUTIVES LIMITED



ELDON SECRETARIAL LIMITED
76 WHITCHURCH ROAD
MAINDY
CARDIFF

A DULY AUTHORISED OFFICER
OF ELDON SECRETARIAL LIMITED



DATED the 5TH OCTOBER 1989

WITNESS to the above signatures:



LISA WOODYATT
76 WHITCHURCH ROAD, MAINDY, CARDIFF.

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2435281

I hereby certify that

KRISPIN COMPUTERS 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 23 OCTOBER 1989

A handwritten signature in dark ink, appearing to read 'F. A. Joseph'.

F. A. JOSEPH

an authorised officer