

G

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

To the Registrar of Companies
(Address overleaf)

For official use

For official use

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

Name of company

* T.B.A.S. TECHNICOM CUKJ PLC

* insert full
name of Company

I, SUZANNE CHRISTIAN HART FOR AND ON BEHALF OF YORK PLACE COMPANY SECRETARIES LIMITED
of 12 YORK PLACE, LEEDS, LS1 2DS

† 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 LEEDS

Declarant to sign below

the Twenty-first day of April
One thousand nine hundred and NINETY-TWO
before me [Signature]

(for and on behalf of York Place
Company Secretaries Limited)

~~As a Notary Public for England and Wales or a Commissioner for Oaths~~
the Peace of ~~England and Wales~~ having the powers conferred on a
Commissioner for Oaths.

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

Yerk Place Company Services Ltd
12 York Place
Leeds LS1 2DS
Tel: 0532-420222

For official Use

New Companies Section

Post room

10

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

CHA9

This form should be completed in black.

Company name (in full)

CN	2710669	For official use <input checked="" type="checkbox"/>
T.B.A.S. TECHNICOM CUKJ PLC		

Registered office of the company on incorporation.

RO	LLOYD DOWSON & CO
	MEDINA HOUSE NO.2 STATION AVENUE
Post town	BRIDLINGTON
County/Region	EAST YORKSHIRE
Postcode	YO16 4LZ

If the memorandum is delivered by an agent for the subscribers of the memorandum mark 'X' in the box opposite and give the agent's name and address.

☒

Name	YORK PLACE COMPANY SERVICES LIMITED
RA	12 YORK PLACE
Post town	LEEDS
County/Region	WEST YORKSHIRE
Postcode	LS1 2DS

Number of continuation sheets attached

☐

To whom should Companies House direct any enquiries about the information shown in this form?

DAVID JOHN BURNETT, MESSRS STUART SMITH & BURNETT	
16 WELLINGTON ROAD BRIDLINGTON EAST YORKSHIRE	
Postcode YO15 2BG	
Telephone	0262 678128
Extension	


Company Secretary (See notes 1 - 5)

Name ***Style/Title**
Forenames
Surname
***Honours etc**
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

CS	MR
STEPHEN NORMAN	
WATTS	
AD	1 SITTINGBOURNE CLOSE
HOWDALE PARK HESSLE	
Post town	HULL
County/Region	HUMBERSIDE
Postcode	
Country	ENGLAND
I consent to act as secretary of the company named on page 1	
Signed	
Date	16 th April 1992

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name ***Style/Title**
Forenames
Surname
***Honours etc**
Previous forenames
Previous surname

Address


Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

*** Voluntary details****Consent signature**

CD	MR
STEPHEN NORMAN	
WATTS	
AD	1 SITTINGBOURNE CLOSE
HOWDALE PARK HESSLE	
Post town	HULL
County/Region	HUMBERSIDE
Postcode	
Country	ENGLAND
DO	3 0 1 0 6 0
Nationality	NA BRITISH
OC	WORKS MANAGER
OD	NONE
I consent to act as director of the company named on page 1	
Signed	
Date	16 th April 1992

Directors (continued)

(See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature**CD**

MR

DANIEL KEVIN

CONNOLLY

AD

KINDLE SCARS

TOWER STREET

Post town FLAMBOROUGH

County/Region EAST YORKSHIRE

Postcode YO15 1PD

Country ENGLAND

DO

1 8 0 8 5 3

Nationality

NA

BRITISH

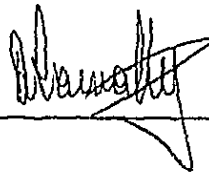
OC

TECHNICAL MANAGER

OD

I consent to act as director of the company named on page 1

Signed



Date

14th April 1992.

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers

Date

21-4-92

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Company Secretary (See notes 1 - 5)

T.B.A.S. TECHNICOM CULLEY PLC

Name *Style/Title

CS

Forenames

York Place Company Secretaries Limited

Surname

*Honours etc

Previous forenames

Previous surname

Address

AD

12 York Place

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Post town Leeds

County/Region West Yorkshire

Postcode LS1 2DS

Country England

I consent to act as secretary of the company named on page 1

Consent signature

Signed

York Place Company Secretaries Limited

Date

21-4-92

for and on behalf of York Place Company Secretaries
Limited

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title

CD

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

AD

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Post town

County/Region

Postcode

Country

Date of birth

DO

Nationality

NA

Business occupation

OC

Other directorships

OD

* Voluntary details

I consent to act as director of the company named on page 1

Signed

THE COMPANIES ACTS 1985 AND 1989

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF T.B.A.S. TECHNICOM (UK) PLC



1. The Company's name is T.B.A.S. TECHNICOM (UK) PLC.
2. The Company is to be a public company.
3. The Company's registered office is to be situated in England and Wales.
4. The Company's objects are:-
 - (a) To carry on business as a general commercial company.
 - (b) To carry on any other business of any description which may seem to the Company capable of being advantageously carried on in connection with or ancillary to or which is calculated directly or indirectly to benefit or enhance the value or render more profitable any of the property, rights or businesses of the Company.
 - (c) To purchase or by any other means acquire any freehold, leasehold or other property for any estate or interest whatever and any rights or privileges of any kind over or in respect of any property and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
 - (d) To purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, copyrights, secret processes, trade marks, designs, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
 - (e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
 - (f) To improve, manage, cultivate, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
 - (g) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
 - (h) To lend and advance money or give credit to any person, firms or companies upon such terms and with or without security and subject to such conditions as may seem desirable and in particular

to customers and others having dealings with the Company and to give guarantees or become security for any such persons firms or companies.

(i) To borrow and raise money in any manner, as the Company shall think fit, 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 standard security lien or other security upon the whole or any part of the Company's property or assets (whether present or future).

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

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

(l) To subscribe for, take, purchase, or otherwise acquire and hold shares, stock or other interests in or obligations of any other company or corporation.

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

(n) To sell, let, licence, develop or otherwise deal with the whole or any part of the undertaking of the Company, either together or in portions upon such terms, as the Company may think fit, with power to accept shares, debentures, or securities of any company purchasing the same.

(o) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.

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

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

(r) To purchase and maintain insurance policies to indemnify the officers and auditor of the Company against any costs, expenses and liabilities arising from negligence, default, breach of duty or trust incurred by them in discharge of their duties or in relation thereto.

(s) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees; to remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of any persons who are or were at any time in the employment or service of the Company or of any company for the time being the Company's holding company or subsidiary company as defined by Section 736 of the Companies Act 1985 or otherwise associated with the Company in business and the wives, widows, families and dependents of any such persons; to make payments towards insurance; to set up, establish support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons as aforesaid and of their wives, widows, families and dependents, and to set up, establish, support and maintain profit sharing, share option or share

purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding company and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained.

(t) To distribute any property of the Company in specie among the members.

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

AND it is hereby declared that

i) None of the objects set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such object, and the foregoing sub-clauses shall be construed independently of each other, except where the context expressly so requires and none of the objects therein mentioned shall be deemed to be merely subsidiary or ancillary to the objects contained in any other sub-clause; and

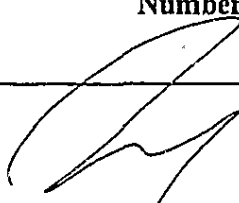
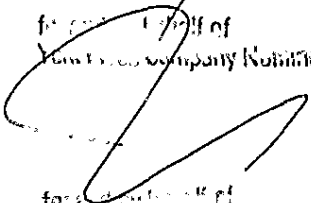
ii) The Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this clause as though each such sub-clause contained the objects of a separate company; and

iii) The word "Company" in this clause shall, except where used in reference to this Company, be deemed to include any partnership or other body of persons whether corporate or unincorporate and whether domiciled in any part of the United Kingdom or elsewhere.

5. The liability of the members is limited.

6. The Company's share capital is £100,000 divided into 100,000 shares of £1 each.

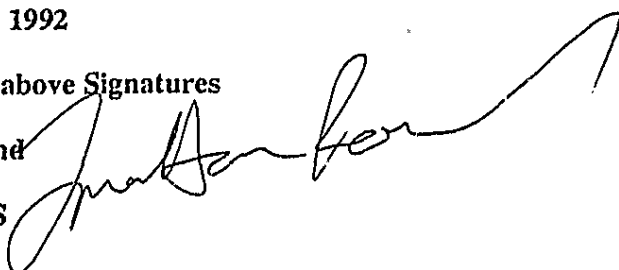
We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and Addresses of Subscribers	Number of shares taken by each Subscriber
York Place Company Nominees Ltd 12 York Place Leeds LS1 2DS	One  for and on behalf of York Place Company Nominees Limited
York Place Company Secretaries Ltd 12 York Place Leeds LS1 2DS	One  for and on behalf of York Place Company Secretaries Limited

Dated 21 April 1992

Witness to the above Signatures

Jonathon Round
12 York Place
Leeds LS1 2DS



THE COMPANIES ACTS 1985 AND 1989
A PUBLIC COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF
T.B.A.S. TECHNICOM (UK) PLC

PRELIMINARY

1. (a) Subject as hereinafter provided the Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company.

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

ALLOTMENT OF SHARES

2. (a) Directors shall have full control of shares which are comprised in the authorised share capital with which the Company is incorporated and may allot relevant securities (as defined in Section 80(2) of the Act) as authorised from time to time by the Company and during the period of five years commencing with the date of incorporation the Directors shall have authority to allot relevant securities to such persons and for such consideration and upon such terms and conditions as they may determine provided that the nominal value of the relevant securities allotted shall not exceed the authorised but unissued share capital of the Company for the time being and after the period of five years commencing with the date of incorporation of the Company the Directors may allot any relevant securities in pursuance of an offer or agreement so to do made by the Company within that period. The Authority hereby given may at any time be renewed, revoked or varied by Ordinary Resolution of the Company.

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

GENERAL MEETINGS AND RESOLUTIONS

3. Regulation 41 of Table A shall not apply. If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

APPOINTMENT OF DIRECTORS

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

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

(c) No Director shall be liable to retire by rotation and Clauses 73 to 77 (inclusive) and Regulation 80 in Table A shall not apply to the Company. In Regulation 78 the words "and may also determine the rotation in which any additional directors are to retire" shall be deleted.

(d) The Company may by Ordinary Resolution in General Meeting appoint any person who

is willing to act to be a Director, either to fill a vacancy or as an addition to the existing Directors.

(e) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, but so that the total number of Directors shall not at any time exceed the maximum number fixed in accordance with this article.

BORROWING POWERS

5. The Directors may exercise all the powers of the Company to borrow money whether in excess of the nominal amount of the share capital of the Company for the time being issued and upon such terms and in such manner as they think fit and subject (in the case of any security convertible into shares) to Section 80, 80A & 379A of the Act to grant any mortgage, charge or security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

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

DISQUALIFICATION OF DIRECTORS

7. A Director shall be required to vacate his office if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and Clause 81 in Table A shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

8. (a) At any meeting of the Directors or of any committee of the Directors subject to disclosing his interest therein a Director may vote on any resolution notwithstanding that it in anyway concerns or relates to a matter in which he has, directly or indirectly any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the Meeting. Regulations 94 to 98 inclusive of Table A shall be construed accordingly.

(b) Any director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference telephone or other means of telephone radio or televisual communication whereby all the persons participating in the meeting can hear each other and any Director or member of a committee participating in such a meeting will be deemed to be present in person at such meeting.

INDEMNITY

9. Subject to Section 310 of the Act and in addition to such indemnity as is contained in Clause 118 of Table A every Director, officer or official of the Company shall be indemnified out of the funds of the Company or the proceeds of any insurance policy effected by the Company for such purpose against all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

SHARE CERTIFICATES

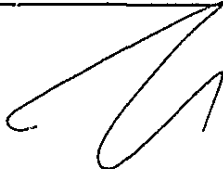
10. In the second sentence of Regulation 6 of Table A the words 'shall be sealed with the seal and' shall be deleted. Each share certificate shall only be issued by authority of the directors, or of a committee of the directors authorised by the directors, and shall bear the signature of one director and the company secretary or a second director.

COMPANY SEAL

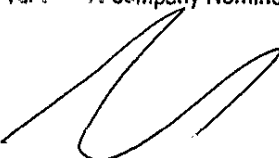
11. Regulation 101 of Table A shall not apply to the Company. The company shall not be required to, but may, at the discretion of the Directors, keep a common seal. If such a seal is kept, it shall only be used by the authority of the Directors, or of a committee of the Directors authorised by the Directors, and the Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and the secretary or a second director.

Names and Addresses of Subscribers

York Place Company Nominees Ltd
12 York Place
Leeds LS1 2DS


for and on behalf of
York Place Company Nominees Limited

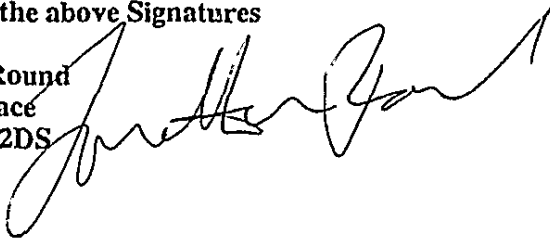
York Place Company Secretaries Ltd
12 York Place
Leeds LS1 2DS


for and on behalf of
York Place Company Secretaries Limited

Dated 21 April 1992

Witness to the above Signatures

Jonathon Round
12 York Place
Leeds LS1 2DS



FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PUBLIC LIMITED COMPANY**

No. 2710669

I hereby certify that

T.B.A.S. TECHNICOM (UK) PLC

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

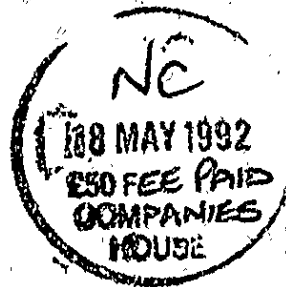
Given under my hand at the Companies Registration Office,
Cardiff the 29 APRIL 1992

M. Rose
M. ROSE

an authorised officer

THE COMPANIES ACT 1985

COMPANY NUMBER : 2710669



SPECIAL RESOLUTION OF

T.B.A.S. TECHNICOM (UK) PLC

We, the undersigned, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings **HEREBY PASS** the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

That the name of the company be changed to

T.A.B.S. TECHNICOM (UK) PLC

Dated 29 April 1992

553
2215.

A handwritten signature in dark ink, appearing to be 'J. J. J.', written over a horizontal line.

for and on behalf of York Place Company Nominees Ltd

A handwritten signature in dark ink, appearing to be 'J. J. J.', written over a horizontal line.

for and on behalf of York Place Company Secretaries Ltd

York Place Company Services Ltd
12 York Place
Leeds LS1 2DS
Tel: 0532 420222



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2710669

I hereby certify that

T.B.A.S. TECHNICOM (UK) PLC

having by special resolution changed its name,

is now incorporated under the name of

T.A.B.S. TECHNICOM (UK) PLC

Given under my hand at the Companies Registration Office,

Cardiff the 22 MAY 1992

P. Bevan
P. BEVAN

an authorised officer

27110669

THE COMPANIES ACTS 1985 AND 1989

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

T.A.B.S. TECHNICOM (UK) PLC

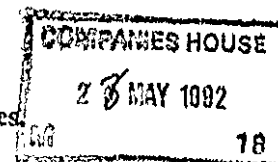


1*. The Company's name is T.A.B.S. TECHNICOM (UK) PLC

2. The Company is to be a public company.

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

4. The Company's objects are:-



(a) To carry on business as a general commercial company.

(b) To carry on any other business of any description which may seem to the Company capable of being advantageously carried on in connection with or ancillary to or which is calculated directly or indirectly to benefit or enhance the value or render more profitable any of the property, rights or businesses of the Company.

(c) To purchase or by any other means acquire any freehold, leasehold or other property for any estate or interest whatever and any rights or privileges of any kind over or in respect of any property and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.

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

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

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

(g) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.

(h) To lend and advance money or give credit to any person, firms or companies upon such terms and with or without security and subject to such conditions as may seem desirable and in particular

to customers and others having dealings with the Company and to give guarantees or become security for any such persons firms or companies.

(i) To borrow and raise money in any manner, as the Company shall think fit, and in particular by the issue of debentures or debenture stock and to secure the repayment of any monies borrowed, raised or owing by mortgage charge standard security lien or other security upon the whole or any part of the Company's property or assets (whether present or future).

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

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

(l) To subscribe for, take, purchase, or otherwise acquire and hold shares, stock or other interests in or obligations of any other company or corporation.

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

(n) To sell, let, licence, develop or otherwise deal with the whole or any part of the undertaking of the Company, either together or in portions upon such terms, as the Company may think fit, with power to accept shares, debentures, or securities of any company purchasing the same.

(o) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.

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

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

(r) To purchase and maintain insurance policies to indemnify the officers and auditor of the Company against any costs, expenses and liabilities arising from negligence, default, breach of duty or trust incurred by them in discharge of their duties or in relation thereto.

(s) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees; to remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of any persons who are or were at any time in the employment or service of the Company or of any company for the time being the Company's holding company or subsidiary company as defined by Section 736 of the Companies Act 1985 or otherwise associated with the Company in business and the wives, widows, families and dependents of any such persons; to make payments towards insurance; to set up, establish support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons as aforesaid and of their wives, widows, families and dependents, and to set up, establish, support and maintain profit sharing, share option or share

purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding company and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained.

(t) To distribute any property of the Company in specie among the members.

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

AND it is hereby declared that

i) None of the objects set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such object, and the foregoing sub-clauses shall be construed independently of each other, except where the context expressly so requires and none of the objects therein mentioned shall be deemed to be merely subsidiary or ancillary to the objects contained in any other sub-clause; and

ii) The Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this clause as though each such sub-clause contained the objects of a separate company; and

iii) The word "Company" in this clause shall, except where used in reference to this Company, be deemed to include any partnership or other body of persons whether corporate or unincorporate and whether domiciled in any part of the United Kingdom or elsewhere.

5. The liability of the members is limited.

6. The Company's share capital is £100,000 divided into 100,000 shares of £1 each.

* The name of the Company was changed from T.B.A.S. TECHNICOM (UK) PLC with from 22 May 1992

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
------------------------------------	---

York Place Company Nominees Ltd 12 York Place Leeds LS1 2DS	One
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York Place Company Secretaries Ltd 12 York Place Leeds LS1 2DS	One
--	-----

Dated 21 April 1992

Witness to the above Signatures

Jonathon Round
12 York Place
Leeds LS1 2DS

MEM89.PLC/08/90/FDCA89

THE COMPANIES ACTS 1985 AND 1989
A PUBLIC COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF
T.A.B.S. TECHNICOM (UK) PLC

PRELIMINARY

1. (a) Subject as hereinafter provided the Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company.

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

ALLOTMENT OF SHARES

2. (a) Directors shall have full control of shares which are comprised in the authorised share capital with which the Company is incorporated and may allot relevant securities (as defined in Section 80(2) of the Act) as authorised from time to time by the Company and during the period of five years commencing with the date of incorporation the Directors shall have authority to allot relevant securities to such persons and for such consideration and upon such terms and conditions as they may determine provided that the nominal value of the relevant securities allotted shall not exceed the authorised but unissued share capital of the Company for the time being and after the period of five years commencing with the date of incorporation of the Company the Directors may allot any relevant securities in pursuance of an offer or agreement so to do made by the Company within that period. The Authority hereby given may at any time be renewed, revoked or varied by Ordinary Resolution of the Company.

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

GENERAL MEETINGS AND RESOLUTIONS

3. Regulation 41 of Table A shall not apply. If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

APPOINTMENT OF DIRECTORS

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

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

(c) No Director shall be liable to retire by rotation and Clauses 73 to 77 (inclusive) and Regulation 80 in Table A shall not apply to the Company. In Regulation 78 the words "and may also determine the rotation in which any additional directors are to retire" shall be deleted.

(d) The Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an addition to the existing Directors.

(e) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, but so that the total number of Directors shall not at any time exceed the maximum number fixed in accordance with this article.

BORROWING POWERS

5. The Directors may exercise all the powers of the Company to borrow money whether in excess of the nominal amount of the share capital of the Company for the time being issued and upon such terms and in such manner as they think fit and subject (in the case of any security convertible into shares) to Section 80, 80A & 379A of the Act to grant any mortgage, charge or security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

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

DISQUALIFICATION OF DIRECTORS

7. A Director shall be required to vacate his office if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and Clause 81 in Table A shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

8. (a) At any meeting of the Directors or of any committee of the Directors subject to disclosing his interest therein a Director may vote on any resolution notwithstanding that it in anyway concerns or relates to a matter in which he has, directly or indirectly any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the Meeting. Regulations 94 to 98 inclusive of Table A shall be construed accordingly.

(b) Any director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference telephone or other means of telephone radio or televisual communication whereby all the persons participating in the meeting can hear each other and any Director or member of a committee participating in such a meeting will be deemed to be present in person at such meeting.

INDEMNITY

9. Subject to Section 310 of the Act and in addition to such indemnity as is contained in Clause 118 of Table A every Director, officer or official of the Company shall be indemnified out of the funds of the Company or the proceeds of any insurance policy effected by the Company for such purpose against all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

SHARE CERTIFICATES

10. In the second sentence of Regulation 6 of Table A the words 'shall be sealed with the seal and' shall be deleted. Each share certificate shall only be issued by authority of the directors, or of a

committee of the directors authorised by the directors, and shall bear the signature of one director and the company secretary or a second director.

COMPANY SEAL

11. Regulation 101 of Table A shall not apply to the Company. The company shall not be required to, but may, at the discretion of the Directors, keep a common seal. If such a seal is kept, it shall only be used by the authority of the Directors, or of a committee of the Directors authorised by the Directors, and the Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and the secretary or a second director.

Names and Addresses of Subscribers

York Place Company Nominees Ltd
12 York Place
Leeds LS1 2DS

York Place Company Secretaries Ltd
12 York Place
Leeds LS1 2DS

Dated 21 April 1992

Witness to the above Signatures

Jonathon Round
12 York Place
Leeds LS1 2DS

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COMPANIES FORM No. 224

Notice of accounting reference date (to be delivered within 9 months of incorporation)

224

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

To the Registrar of Companies
(Address overleaf)

Company number

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

2710669

Name of company

* T.A.B.S. TECHNICOM (UK) PLC

* insert full name
of company

gives notice that the date on which the company's accounting reference period is to be treated as
coming to an end in each successive year is as shown below:

Important
The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

30 06

5 April
Day Month

05 04

30 June
Day Month

30 06

31 December
Day Month

31 12

FIRST ACCOUNTS TO BE TO 30/6/93

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

Signed

Designation

DIRECTOR

Date

0262 - 602456.
Presenter's name address
telephone number and reference (if any):

LOYD DOWSON & CO
CHARTERED ACCOUNTANTS
MEDINA HOUSE
2 STATION AVENUE
BRIDLINGTON. E. YORKS.

For official use
D.E.B.

Post room

COMPANIES HOUSE.
20 OCT 1992
M 52

G

COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--	--

02710669

Name of company

* T.A.B.S. TECHNICOM (UK) PLC

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 29 APRIL 1993 the nominal capital of the company has been
increased by £150,000 beyond the registered capital of £100,000.

‡ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.‡

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

TO RANK PARI PASSU WITH EXISTING ORDINARY SHARES

Please tick here if
continued overleaf

--

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

Signed



Designation‡

DIRECTOR

Date

29/4/93.

Presentor's name address and
reference (if any):For official Use
General Section

Post room



T.A.B.S. TECHNICOM (U.K) PLC - 02710669

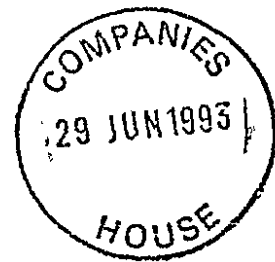
EXTRAORDINARY GENERAL MEETING

Medina House,
2, Station Avenue,
BRIDLINGTON,
East Yorkshire,
YO16 4LZ.

29th April 1993

Attended by:-

D.K. Connolly
S.N. Watts



Also in attendance:-

E.M. Delaney
J.S. Freeman
R. Pound
S. Russell
K. Tallant
D.W. Dowson - Auditor

It was resolved that:-

The authorised share capital be increased by 150,000 to a total of 250,000 one pound ordinary shares.

A handwritten signature in dark ink, appearing to be 'S.N. Watts', written over a horizontal dotted line.

S.N. WATTS (CHAIRMAN)