



COMPANIES FORM No. 12



Statutory Declaration of compliance with requirements on application for registration of a company

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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* insert full name
of company

Name of company

* WATERLOW LIMITED

I, IAN SAUNDERS signing on behalf

of Waterlow Secretaries Limited

Classic House, 174-180 Old Street, London EC1V 9BP

§ delete as
appropriate

U 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 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 45 Crawford Place

Declarant to sign below

London,

WIH IHX

dated

2/12/92

before me

[Signature]

Harvey Posener
SOLICITOR

[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):

Waterlow Information Services Ltd
International Company Registrations and Searches
Classic House, 174-180 Old Street, London. EC1V 9BP
Telephone 071-250 3350
Fax 071-608 0867
LDE Box No. 274

For official Use

New Companies Section

Post room

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

This form should be completed in black.

Company name
(in full)

CN	<u>2774580.</u>	For official use <input type="checkbox"/>
<u>WILLY TREND LIMITED</u>		

Registered office of the
Company on incorporation

RO	<u>CLASSIC HOUSE</u>
<u>174-180 OLD STREET</u>	
Post town	<u>LONDON</u>
County/Region	<u></u>
Postcode	<u>EC1V 9BP</u>

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.

X

Name	<u>WATERLOW INFORMATION SERVICES LIMITED</u>
RA	<u>CLASSIC HOUSE</u>
<u>174-180 OLD STREET</u>	
Post town	<u>LONDON</u>
County/Region	<u></u>
Postcode	<u>EC1V 9BP</u>

Number of continuation
sheets attached

<u></u>

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

<u>WATERLOW INFORMATION SERVICES LIMITED</u>	
<u>CLASSIC HOUSE, 174-180 OLD STREET</u>	
<u>LONDON</u>	Postcode <u>EC1V 9BP</u>
Telephone <u>071-250-3350</u>	Extension <u></u>

Company Secretary

Name * Style/title

Forenames

Surname

Address

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

CS

WATERLOW SECRETARIES LIMITED

AD

CLASSIC HOUSE

174-180 OLD STREET

Post town LONDON

County/Region

Postcode EC1V 9BP

Country

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

Consent signature

Signed for

and on behalf of Waterlow Secretaries Limited

Date

13 OCT 1992

Directors

Name

* Style/title

Forenames

Surname

Address

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

CD

WATERLOW NOMINEES LIMITED

AD

CLASSIC HOUSE

174-180 OLD STREET

Post town LONDON

County/Region

Postcode EC1V 9BP

Country

Date of birth

DO

N/A

Nationality

NA

UK Registered

Business Occupation

OC

COMPANY REGISTRATION AGENT

Other directorships

OD

NONE

* Voluntary details

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

Consent signature

Signed for

and on behalf of Waterlow Nominees Limited

Date 13 OCT 1992

Signature of agent on behalf of all subscribers

Date

13 OCT 1992

1000

2774580.

The Companies Act 1985
(As amended by the Companies Act 1989)
Private Company Limited By Shares
MEMORANDUM OF ASSOCIATION

of **BILLTREND LIMITED**

1. The Company's name is **BILLTREND LIMITED**
2. The Company's registered office is to be situated in England and Wales
3. The Company's objects are:-
 - (A) (i) To carry on business as a general commercial company.
 - (ii) To carry on any trade or business whatsoever and to do all such things as are incidental or conducive to the carrying on of any trade or business by it.
 - (iii) To undertake all or any of the following objects.

- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company.
- (C) To acquire by purchase, lease, exchange, hire or otherwise, or to hold for any estate or interest, any land, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business.
- (D) To erect, alter or maintain any buildings, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To acquire by subscription or otherwise and hold, sell, deal with, make a market in or dispose of any shares, stocks, debentures, debenture stock, or other securities of any kind whatsoever, guaranteed by any company constituted or carrying on business in any part of the world and debentures, debenture stock and other securities of any kind guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (F) To receive money on deposit or otherwise either without security or secured by debentures, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking or on all or any of the assets of the Company including uncalled capital, and generally to act as bankers.
- (G) To borrow and raise money in any manner and to secure with or without consideration the repayment of any money borrowed, raised, or owing by mortgage, charge, debenture, debenture stock, bond, standard security, lien or any other security of whatsoever nature upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, and also by a similar mortgage, charge, debenture, debenture stock, bond, standard security, indemnity, lien or security of whatsoever nature to secure and guarantee the performance by the Company or any other company or person (including, but without prejudice to the generality of the foregoing) the holding company of the Company or any company which is a subsidiary of such holding company within, in each case, the meaning of Section 736 and Section 736(A) of the Companies Act 1985 (the "Act"), as amended by the Companies Act 1989, of any obligation or liability it or such person or company may undertake or which may become binding upon it or such person or company, and to secure any securities of the Company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.
- (H) To lend money with or without security, and to invest money of the Company upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks or securities of any company of or in which the Company is a member or is otherwise interested, and generally as the Directors think fit.
- (I) To apply for, purchase or otherwise acquire and hold or use any patents, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights or information so acquired.

- (J) To take part in the formation, management, supervision or control of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any directors, accountants, consultants, experts or agents.
- (K) To employ experts, consultants and valuers to investigate and examine the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (L) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of the Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or the interests of the Company and to acquire, hold or dispose of shares, stocks or securities issued by or any other obligations of any such other company.
- (M) To draw, accept, make, endorse, discount, execute, issue and negotiate promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments.
- (N) To invest and deal with the monies of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.
- (O) To pay for any property or rights acquired by the Company either in cash or by the issue of fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (P) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stocks or securities so acquired.
- (Q) To enter into arrangements for joint working in business or amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of the Company or which is capable of being carried on so as directly or indirectly to benefit the Company.
- (R) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, or company carrying on any business the carrying on of which is calculated to benefit the Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (S) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of

the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

- (T) To provide for the welfare of persons employed or formerly employed by the Company and to grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or of any associated company of the Company or its predecessors in business or the dependants of such persons and to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependants.
- (U) To subscribe to or otherwise aid the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.
- (V) To distribute in specie assets of the Company properly distributable amongst the members, 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.
- (W) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of the Company against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and or discharge of their duties and or in the exercise of their powers and or otherwise in relation to their duties, powers or offices in relation to the Company, and to such extent as may be permitted by law or otherwise to indemnify or to exempt any such person against or from any such liability.
- (X) To do all or any of the things hereinbefore authorised, either alone or in conjunction with others, or as factors, trustees or agents for others, or by or through factors, trustees or agents.
- (Y) Subject to, and always in compliance with, the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.
- (Z) To do all such other things (whether similar to any of the foregoing or not) as are incidental to or which the Company may think conducive to the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or

ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £1,000 divided into 1,000 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

For and on behalf of
WATERLOW NOMINEES LIMITED
Classic House
174-180 Old Street
LONDON
EC1V 9BP

ONE

For and on behalf of
WATERLOW SECRETARIES LIMITED
Classic House
174-180 Old Street
LONDON
EC1V 9BP

ONE

Dated the 13th day of October 1992

WITNESS to the above Signatures:-

ZOE DOLPHIN
Classic House
174-180 Old Street
LONDON
EC1V 9BP

The Companies Act 1985
(As amended by the Companies Act 1989)
Private Company Limited by Shares

ARTICLES OF ASSOCIATION

of

EGG TREND LIMITED

PRELIMINARY

1. (a) Subject as hereinafter provided the Regulations incorporated in Table A as set out in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended and hereinafter called "Table A" shall apply to the Company.
- (b) The Articles hereinafter contained, together with the Regulations incorporated in Table A subject to their exclusion or modification hereinafter expressed, shall constitute the Regulations of the Company.
- (c) Any reference in these Articles to "the Act" shall mean the Companies Act 1985 as amended or extended by any other enactment.

INTERPRETATION

2. In Regulation 1 of Table A there shall be inserted before the words "office" and "secretary" the word "the" and between the words "regulations" and "the Act" the words "and in any regulations adopting in whole or in part the same".

ALLOTMENT OF SHARES

3. (a) Subject to the provisions hereinafter expressed, the Directors are authorised for the purposes of section 80 of the Act to exercise the power of the Company to allot shares to the amount of the authorised but unissued share capital of the Company at the date hereof and the Directors may allot, grant options over or otherwise dispose of such shares to such persons, on such terms and in such manner as they think fit provided always that:-
 - (i) save as provided in sub-paragraph (ii) below, the authority hereby given to the Directors to exercise the power of the Company to allot shares shall expire five years after the date of incorporation of the Company;
 - (ii) the Members in General Meeting may by Ordinary Resolution:-
 - (a) renew the said authority (whether or not it has been previously renewed) for a period not exceeding five years (unless the Company elects by elective resolution to

modify the duration of authority pursuant to Section 80A of the Companies Act 1985), but such Resolution shall comply with the Act;

(b) revoke or vary any such authority (or renewed authority);

(iii) notwithstanding the aforementioned provisions of sub-paragraphs (i) and (ii) the Company may make an offer or agreement which would or might require shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the Directors may allot shares notwithstanding that such authority or renewed authority has expired.

Any reference hereto to the allotment of shares shall include a reference to the grant of any right to subscribe for, or to convert any security into shares, but shall not include any reference to the allotment of shares pursuant to such a right.

(b) In accordance with Section 91 of the Act, Sections 89(1), and 90(1) to (6) of the Act are excluded from applying to the Company. Any shares for the time being unissued shall be offered to the Members in proportion as nearly as may be to the number of existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. Such offer shall be made by written notice specifying the number of shares offered and specifying a period (not being less than fourteen days) within which the offer, if not accepted, will lapse and determine. After the expiration of that period, or on the receipt of an intimation in writing from the offeree that he declines to accept the shares so offered, the Directors may in accordance with the provisions hereto allot, grant options over or otherwise dispose of the same to such persons, on such terms and in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid, allot any such new or original shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same cannot in the view of the Directors effectually be offered in the manner aforesaid.

SHARES

4. (a) Subject to Chapter VII of Part V of the Act, and to the Regulations of the Company, the Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.

(b) Regulation 35 of Table A shall not apply to the Company.

(c) Subject to Chapter VII of Part V of the Act, any shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, at the option of the Company or the shareholder, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine, and whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise. Regulation 3 of Table A shall be modified accordingly.

(d) Subject to Chapter VI of Part V of the Act, the Company may give financial assistance for the purpose of or in connection with any

acquisition of shares made or to be made in the Company or its holding company.

5. The lien conferred by Regulation 8 of Table A shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders. The Company shall have a first and paramount lien on every share (not being fully paid) 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 (including fully paid shares) registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders for all moneys presently payable by him or his estate to the Company: but the Directors may at any time declare any shares to be wholly or in part exempt from these provisions. The Company's lien, if any, on a share shall extend to all dividends payable thereon. Regulation 8 of Table A shall be modified accordingly.

TRANSFER OF SHARES

6. (a) No share or beneficial ownership of a share shall be transferred nor shall the Company purchase any of its own shares pursuant to Regulation 4 unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

(b) Any member proposing to transfer any share or beneficial ownership of a share (hereinafter called "the vendor") shall give notice in writing (hereinafter called "the transfer notice") to the Company of such proposal. The transfer notice shall specify the sum which in the vendor's opinion constitutes the fair price of each share specified therein, and shall constitute the Company the vendor's agent for the sale of such share or shares (hereinafter called "the said shares") in one or more lots at the discretion of the Directors to the Members (other than the vendor), at that price save that if the Directors do not accept that the sum specified by the vendor constitutes the fair price of the said shares they shall instruct the Auditors of the Company (who shall act as experts and not as arbitrators so that any provision of law or statute relating to arbitration shall not apply) to certify by certificate in writing (hereinafter called "the certificate of value") the value in their opinion of the said shares as between a willing seller and a willing buyer, and in such a case the transfer notice shall nevertheless constitute the Company the vendor's agent for the sale of the said shares but at the price certified in the certificate of value.

(c) If the Auditors are instructed to certify the fair value as aforesaid the Company shall, as soon as it receives the certificate of value, furnish a copy thereof to the vendor. The cost of obtaining the certificate of value shall be borne by the Company.

(d) Upon the price being fixed as aforesaid (whether by reference to the vendor's opinion of the fair price or by reference to the certificate of value) the Company shall forthwith by notice in writing (hereinafter called "the offer notice") inform each Member (other than the vendor) of the number and price of the said shares and shall invite each such Member to apply in writing to the Company within 21 days of the date of despatch of the offer notice (which date shall be specified therein) for such maximum number of the said shares (being all or any thereof) as he shall specify in such application.

(e) If such Members shall within the said period of 21 days apply for all or (save as otherwise provided in the transfer notice) any of the said shares, the Directors shall allocate the said shares (or so many of them as shall be applied for) to or amongst the applicant Members in proportion as nearly as may be to the number of shares in the Company of which they are registered or unconditionally entitled to be registered as holders provided that no applicant Member shall be obliged to take more than the maximum number of shares specified by him as aforesaid. If any shares shall not be capable without sub-division of being allocated to the Members in proportion to their existing holdings, the same shall be allocated to the applicant Members, or some of them, in such proportions or in such manner as may be determined by lots drawn in regard thereto and the lots shall be drawn in such manner as the Directors think fit.

(f) The Company shall forthwith give notice of such allocations (hereinafter called "the allocation notice") to the vendor and to the Members to whom the said shares have been allocated and shall specify in the allocation notice the place and time (being not earlier than 14 and not later than 28 days after the date of the despatch of the allocation notice, which shall be specified therein) at which the sale of the said shares so allocated shall be completed.

(g) The vendor shall be bound (upon payment of the purchase price due in respect thereof) to transfer the shares comprised in the allocation notice to the purchasing Members named therein at the place and time therein specified; and if in any case the vendor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase price on his behalf, and may authorise some person to execute a transfer of such shares in favour of the purchasing Member. The receipt of the Company for the purchase price shall be a good discharge to the purchasing Member. The Company shall forthwith pay the purchase price into a separate bank account in the Company's name and shall hold the purchase price and any interest earned thereon in trust for the vendor.

(h) During the 6 months following the expiry of the period of 21 days referred to in paragraph (e) of this Regulation the vendor shall be at liberty subject nevertheless to the provisions of paragraph (i) of this Regulation to transfer to any person (including, but subject to Regulation 4, the Company) and at any price (not being less than the price fixed under paragraph (b) of this Regulation) any of the said shares not allocated by the Directors as aforesaid.

(i) 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.

7. The instrument of transfer of a fully paid share shall be executed by or on behalf of the transferor and in the case of a share which is not fully paid, the instrument of transfer shall in addition be executed by or on behalf of the transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of Members in respect thereof.

GENERAL MEETINGS AND RESOLUTIONS

8. (a) Any proxy appointed by a member of the Company in accordance with Section 372 of the Act shall be entitled to vote on a show of

hands as well as on a poll, provided that no person present shall be entitled to more than one vote on a show of hands save as provided in Regulation 50 of Table A.

(b) In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, or a show of hands to vote instead of him and that such proxy need not also be a Member.

(c) Regulations 38 and 59 of Table A shall be modified accordingly.

(d) Proxies may be deposited at the Registered Office of the Company at any time before the time of the Meeting for which they are to be used unless otherwise specified in the notice convening such Meeting. The Directors may at their discretion treat a facsimile transmission or other machine made copy of an instrument appointing a proxy as a proxy for the purposes of this Article. Regulation 62 of Table A shall be modified accordingly.

9. A Resolution in writing signed or approved by letter, telex, facsimile transmission or cable by all members of the Company, who would have been entitled to vote upon it if it had been duly proposed at a General Meeting or at a meeting of any class of members of the Company, or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a General Meeting or at such a class meeting of the Company (as the case may be) duly convened and held. Any such Resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys (or, in the case of a member which is a body corporate, by a director thereof or by a duly appointed representative). Regulation 53 of Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

10. (a) Unless and until otherwise determined by the Company in General Meeting there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whenever there shall be only one Director of the Company such Director may act alone in exercising all the powers, discretions and authorities vested in the Directors, and Regulation 89 of Table A shall be modified accordingly.

(b) Regulation 64 of Table A shall not apply to the Company.

11. (a) The Directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.

(b) No person shall be appointed a Director at any General Meeting unless either:-

(i) he is recommended by the Directors; or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.

(c) Subject to paragraph (b) above, 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 additional Director.

(d) 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, provided that the appointment does not cause the number of Directors to exceed any number determined by the Company in General Meeting as the maximum number of Directors for the time being in force.

(e) Regulation 84 of Table A shall be modified by the deletion of the last sentence therefrom.

PROCEEDINGS OF DIRECTORS

12. Notice of a meeting of the Directors shall be deemed to be properly given to a Director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the Company for this purpose, or by any other means authorised in writing by the Director concerned. A Director absent or intending to be absent from the United Kingdom may request the Directors that notices of meetings of the Directors shall during his absence be sent in writing to him at an address or to a facsimile or telex number given by him to the Company for this purpose, but if no request is made to the Directors it shall not be necessary to give notice of a meeting of the Directors to any Director who is for the time being absent from the United Kingdom. A Director may waive notice of any meeting either retrospectively or prospectively. Regulation 88 of Table A shall be modified accordingly.

13. All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest of the group of those participating is assembled, or, if there is no such group where the Chairman of the meeting then is.

14. (a) A Director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in section 346 of the Act or otherwise) in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the Company or in which the Company is otherwise interested, shall declare the nature of his interest at a Meeting of the Directors in accordance with section 317 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.

(b) Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

BORROWING POWERS

15. 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 or not, and to mortgage or charge its

undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock or any other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DISQUALIFICATION OF DIRECTORS

16. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and Regulation 81 of Table A shall be modified accordingly.

GRATUITIES AND PENSIONS

17. In Regulation 87 of Table A there shall be inserted between the words "the directors" and "may" the words "on behalf of the Company".

DIVIDENDS

18. No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of Part VIII of the Act which apply to the Company.

NOTICES

19. (a) Any notice or other document may be served on or delivered to any Member by the Company either personally, or by sending it by post addressed to the Member at his registered address or by facsimile transmission or telex or other instantaneous means of transmission to a number provided by the Member for this purpose, or by leaving it at his registered address addressed to the Member, or by any other means authorised in writing by the Member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 of Table A shall be modified accordingly.

(b) Any notice or other document, which is sent by post, shall be deemed to have been served or delivered 24 hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post or sent by facsimile transmission or telex or other instantaneous means of transmission, shall be deemed to have been served or delivered when it was so left or sent. Regulation 115 of Table A shall not apply.

EXECUTION OF DOCUMENTS

20. The seal, if any, shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director. Any document signed by a Director and the Secretary of the Company or by two Directors of the Company and expressed (in whatever form of words) to be executed by the Company has the same effect as if executed under the seal of the Company. A document shall only be so signed with the authority of a resolution of the Directors or a committee of the Directors. Regulation 101 of Table A shall not apply to the Company.

INDEMNITY

21. (a) The Company shall in accordance with Section 310(3) of the Act pay for any liability insurance and also indemnify any Director, Officer or Auditor of the Company against any liability incurred by him in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or he is acquitted in any connection with an application under Section 144(3) or (4) or Section 727 in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.
- (b) Regulation 118 in Table A shall not apply to the Company.

Names and Addresses of Subscribers

For and on behalf of
WATERLOW NOMINEES LIMITED
Classic House
174-180 Old Street
LONDON
EC1V 9BP

For and on behalf of
WATERLOW SECRETARIES LIMITED
Classic House
174-180 Old Street
LONDON
EC1V 9BP

Dated the 13th day of October 1992

WITNESS to the above Signatures:-

ZOE DOLPHIN
Classic House
174-180 Old Street
LONDON
EC1V 9BP

FILE COPY



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

No. 2774580

I hereby certify that

BILLTREND 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 17 DECEMBER 1992

P. Devan
P. DEVAN

an authorised officer

Company No:2774580

**Special
Resolution**

ACCEPT UNSTAMPED & 50.
no/CN 42785
SIGNED *P.A. Morgan*
DATE *7-12-92*
The Companies Act 1985

Private Company Limited by Shares

of BILLTREND LIMITED

At an Extraordinary General Meeting of the above-named Company
duly convened and held at Classic House, 174-180 Old Street,
London EC1V 9BP
on 24th December, 1992
the following SPECIAL RESOLUTION was duly passed, viz:-

Resolution

That the name of the Company be changed to:
SUNQUEST EUROPA LIMITED

K. Lyng

Signed

For and on behalf of
Waterlow Nominees Limited



Waterlow Information Services Ltd
International Company Registrations and Searches
Classic House, 174-180 Old Street, London EC1V 9BP
Telephone 071-250 3350 Fax 071-608 0867
LDE Box No. 274

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2774580

I hereby certify that

BILLTREND LIMITED

having by special resolution changed its name,

is now incorporated under the name of

SUNQUEST EUROPA LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 12 JANUARY 1993

F. A. Joseph.

F. A. JOSEPH

an authorised officer

Company No: 2774580

**Special
Resolution**

The Companies Act 1985

Private Company Limited by Shares

of **BILLTEND LIMITED**

At an Extraordinary General Meeting of the above-named Company
duly convened and held at Classic House, 174-180 Old Street, London EC1V 9BP
on 24th December, 1992
the subjoined SPECIAL RESOLUTION was duly passed, viz:-

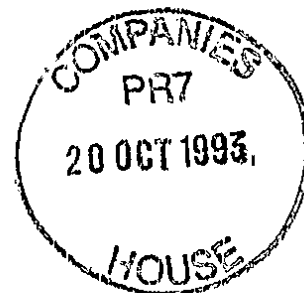
Resolution

That the existing Clause 3(A) of the Memorandum of Association
of the Company be deleted, and that the attached Clause 3(A)
be substituted in its place

K. Lyng

Signed

For and on behalf of
Waterlow Nominees Limited



Waterlow Information Services Ltd
International Company Registrations and Searches
Classic House, 174-180 Old Street, London EC1V 9BP
Telephone 071-250 3350 Fax 071-608 0867
LDE Box No. 274

The Companies Act ~~1985~~

(As amended by the Companies Act 1989)

Private Company Limited by Shares

MEMORANDUM OF ASSOCIATION

of

SUNQUEST EUROPA LIMITED

(As amended by Special Resolution passed on 24th December 1992)

1. The Company's name is * Sunquest Europa Limited
2. The Company's registered office is to be situated in England and Wales
3. The Company's objects are:-
 - (A) To carry on the business of marketing, sales and servicing of laboratory systems and related software and hardware; to carry on the business as consultants, designers, producers, manufacturers, wholesalers, retailers, exporters, importers, agents for the sale of and general merchants, dealers, traders, marketers, suppliers and distributors, hirers and leasers of computer software and hardware and ancillary and allied equipment of every and any description; to carry on the business of computer programmers, devisers of computer languages and codes, punch card operators and as consultants and advisers into all aspects of the computer and allied industries; to carry on the business of manufacturers and dealers in computer hardware and software and peripheral equipment and continuous stationery of all kinds; to undertake the supply of such staff and other personnel that may be required by persons having dealings with the Company; and to undertake, perform and carry out all services in connection with the computer trades and industries; and to carry on the business of dealers in electronic, electrical and other machinery and office supplies, furniture, furnishings, and equipment of all kinds; and to enter into any contracts and other arrangements of all kinds with persons having dealings with the Company on such terms and for such periods of time as the Company may from time to time determine, on a commission or fee basis or otherwise; and to carry on any other trade or business, whatever, of a like and similar nature.

- * The name of the Company was changed from Billtrend Limited on the 12th January 1993.



Company No. 2774580

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

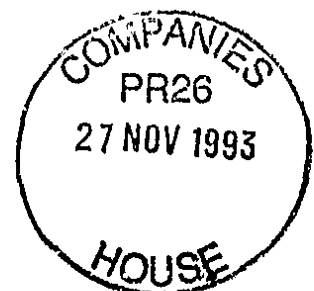
SUNQUEST EUROPA LIMITED

At an EXTRAORDINARY GENERAL MEETING of the Company held at 2/3
Cursitor Street London EC4A 1NE on the 22ND day of November
1993 the following Resolution was passed as a Special
Resolution.

SPECIAL RESOLUTION

1. THAT: New Articles of Association of the Company in the
form of the draft annexed hereto and initialled by the
Chairman for the purpose of identification be and are
hereby adopted in substitution for and to the exclusion of
the existing Articles of Association.

S. Russell
.....
Chairman



The Companies Act 1985
Private Company Limited by Shares

ARTICLES OF ASSOCIATION

-of-

SUNQUEST EUROPA LIMITED

(Registered No 2774580)

PRELIMINARY

1 In these Articles:

"Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985;

"the Act" means the Companies Act 1985 including any statutory modifications or re-enactment thereof for the time being in force;

"Regulations" means regulations of Table A; and

"the Parent" means the corporation (if any) which is the holder of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right to vote at general meetings of the Company.

2 The regulations in Table A shall apply to the Company save in so far as they are excluded or modified by or inconsistent with the Articles set out below and such regulations and articles shall be the Articles of Association of the Company.

3 The following provisions of Table A shall not apply to the Company: regulations 3, 24, 25, 26, 41, 64-66 (inclusive), 73-78 (inclusive), 80, 81, 89, 94-98 (inclusive); and in regulation 62(a): the words "not less than 48 hours"; in regulation 62(b): the words "not less than 24 hours".

SHARES

4 The share capital of the Company is £1000 divided into 1000 Ordinary Shares of £1 each.

- 5 a) The directors may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80(2) of the Act) of the Company to such persons and generally on such terms and conditions as the directors think proper.
- b) The general authority conferred by paragraph (a) of this Article shall extend to the amount of the authorised share capital of the Company at the date of incorporation. The said authority will expire on the fifth anniversary of the date of incorporation unless renewed, varied or revoked by the Company in general meeting in accordance with the said Section 80.
- c) The directors shall be entitled under the general authority conferred by paragraph (a) or any renewal thereof of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.
- 6 The pre-emption provisions of section 89(1) of the Act and the provisions of sections 90(1) to 90(6) inclusive shall not apply to any allotment of the Company's equity securities.
- 7 The Company is a private company and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited; and
- 8 The Company shall not have power to issue share warrants to bearer.

TRANSFER OF SHARES

- 9 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.

NOTICE OF GENERAL MEETING

- 10 In every notice calling a general meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not also be a member. All notices and other communications relating to a general meeting which any member is entitled to receive shall also be sent to the auditors of the Company for the time being, but shall not also be sent to the directors of the Company in their capacity as such. Regulation 38 shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

- 11 No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
- 12 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may be handed to the chairman immediately before the meeting and Regulation 62 shall be modified accordingly.

DECISIONS BY A SOLE MEMBER

- 13 Where the Company only has one member of the Company and that member takes any decision which may be taken by the Company in General Meeting and which is to take effect as if agreed by the Company in general meeting, he shall (unless that decision is taken by a written resolution) provide the Company with a written record of that decision.

ALTERNATE DIRECTORS

- 14 Any director (other than an alternate director) may appoint any other director or any other person approved by the Parent and willing to act to be an alternate director and may remove from office an alternate director so appointed by him. An alternate director may represent one or more directors. An alternate director shall forthwith cease to be an alternate director if his appointor ceases for any reason to be a director.
- 15 An alternate director shall be entitled:
 - a) to receive notice of all meetings of directors and of all committees of directors of which his appointor is a member and to attend any such meeting;
 - b) to one vote for every director who he represents who is not personally present in addition to his own vote (if any) as a director at any meeting of the directors or of any committee of directors; and
 - c) to sign a resolution in writing of the directors on behalf of every director whom he represents as well as on his own account if he himself is a director.

An alternate director shall if he is absent from the United Kingdom be entitled to receive notices of meetings of directors or of committees of which his appointor is a

member. At such meetings an alternative director shall count as only one for the purposes of determining whether a quorum is present.

- 16 An alternate director shall be entitled generally to perform all the functions of his appointor as director in his absence but shall not as an alternate director be entitled to receive any remuneration from the Company, save that he may be paid by the Company that part (if any) of the remuneration otherwise payable to his appointor as his appointor may by notice in writing to the Company from time to time direct.
- 17 Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors.

At the end of regulation 67 of Table A, as applicable to the Company, there shall be added the following sentence:

"The appointment of an alternate director shall also determine automatically on the happening of any event which if he were a director would cause him to vacate his office as director".

- 18 A director may vote (and be included for the purpose of quorum at any meeting at which the same is considered) on any resolution concerning a transaction or arrangement with the Company or in which the Company is interested, or concerning any other matter in which the Company is interested, notwithstanding the fact that he is interested in that transaction, arrangement or matter or has in relation to it a duty which conflicts or may conflict with the interests of the Company provided that he has disclosed to all the other directors the nature and extent of any such interest, and he may retain for his own absolute use and benefit all profits and advantages accruing to him in respect of that transaction, arrangement or matter.

INTERESTS OF DIRECTORS

- 19 Where the Company enters into a contract with the sole member of the Company and the sole member is also a director of the Company, the Company shall, unless the contract is in writing, ensure that the terms of the contract are set out in a written memorandum.
- 20 For the purposes of these Articles, a sole member who is a shadow director is treated as a director.

APPOINTMENT AND REMOVAL OF DIRECTORS

- 21 A director shall not be required to vacate his office and no person shall be ineligible for appointment or re-appointment as a director by reason of his attaining the age of seventy or any other age.
- 22 Unless and until otherwise determined by the Company in General Meeting the number of the directors shall not be less than one nor more than six. The first directors of the Company will be the person or persons named in the Statement delivered to the Registrar of Companies in accordance with Section 10 of the Companies Act 1985.
- 23 If the number of directors is less than fixed as the quorum the continuing directors or director may only act for the purpose of appointing director to fill a casual vacancy.
- 24 The Parent may appoint any person who is willing to act as a director either to fill a casual vacancy or as an additional director, or remove any director from office. Every such appointment or removal shall be in writing and signed by or on behalf of the Parent and shall take effect forthwith upon receipt at the registered office of the company or by the secretary or such later time (if any) specified in the memorandum.
- 25 The directors shall have power to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors, subject to any maximum for the time being in force.
- 26 A director appointed to fill a casual vacancy or as an additional director shall not be required to retire from office at the next annual general meeting.
- 27 No person shall be elected a director at any general meeting unless:
- i) he is recommended by the directors; or
 - ii) not less than fourteen nor more than thirty five clear days before the date of the meeting, a notice in writing signed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.

PROCEEDINGS OF DIRECTORS

- 28 No meeting of the directors shall be held (except with the unanimous consent of all the directors of the Company) until seven clear days after notice of meeting

has been given in writing to each director specifying the business to be conducted at that meeting. Business (other than the business specified in the notice of the meeting) may only be conducted at the meeting with the unanimous consent of all the directors of the Company. A notice of meeting of the directors shall be given by post or telex or otherwise as agreed with each director and each director shall notify the Company of a postal or telex address for this purpose. Such notice of a meeting shall be deemed to have been given if the notice was properly addressed in accordance with the postal or telex or any other address specified by the director:

- a) in the case of a letter sent by post, on the third business day after posting; and
- b) in the case of a telex or other electronic transmission, on the business day immediately following the date of despatch.

29 Unless otherwise decided by the directors, the quorum for the transaction of the business of the directors shall be two or, if there is only one director in office the quorum shall be one, provided that if during a meeting of the directors such a quorum ceases to be present the meeting shall stand adjourned until such time and place as all the directors of the Company may agree. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.

30 A resolution which has been agreed upon and signed by all of the directors for the time being entitled to receive notice of a meeting of the directors or of a committee of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) that committee of directors duly convened and held and may consist of several documents in like form each signed by one or more of the directors and for this purpose:

- a) a resolution to which an alternate director has agreed need not also be agreed by his appointor; and
- b) a resolution to which a director who has appointed an alternate director has agreed need not also be agreed to by the alternate director in that capacity.

31 A director absent or intending to be absent from the United Kingdom may request the directors during his absence to send notice of meetings of the directors to him at such address within the United Kingdom as he may give to the Company for this purpose. The third sentence of Regulation 88 shall not apply.

- 32 Without prejudice to the first sentence of Regulation 88 of Table A, a meeting of the directors or of a committee of the directors may consist of a conference between a quorum of directors who are not all in one place, but of whom each is able (whether by telephonic communication or otherwise) to speak and be heard by each one of the others; and the word meeting in these Articles and in Table A shall be construed accordingly. A person so participating shall be deemed to be present in person at such meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

BORROWING

- 33 The Directors may exercise all the powers of the Company to borrow or raise money or to guarantee and to mortgage or charge its undertaking, property, assets, rights and revenues and uncalled capital or any part thereof and to issue and create debentures, debenture stock, mortgages, charges and other securities as security for any debt, liability or obligation of the Company or any third party.

DISQUALIFICATION OF DIRECTORS

- 34 The office of a director shall be vacated if he:
- a) ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
 - b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - c) in the opinion of all the other directors becomes incapable by reason of mental disorder or illness or injury of discharging his duties as a director; or
 - d) resigns his office by notice to the Company.

ISSUE OF REDEEMABLE SHARES

- 35 Subject to the provisions of the Companies Act 1985, the Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder on such terms and in such manner as shall be determined by the Company in general meeting.

INSURANCE AND INDEMNITY

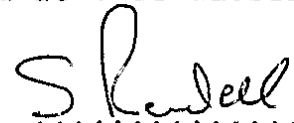
- 36 The Company shall with the written consent of the Parent be entitled to purchase and maintain insurance for any officer or auditor of the Company against any liability

attaching to such persons in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.

- 37 Subject to the provisions of the Act, the Company may with the written consent of the Parent indemnify every director, auditor or other officer of the Company against all costs, charges, losses, expenses and liabilities incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted to be done by him as an officer or auditor of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under section 144(3) or (4) or section 727 of the Act in which relief is granted to him by the court.

NOTICES

- 38 The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address.


.....
Chairman

5.

Company No. 2774580

THE COMPANIES ACT 1985

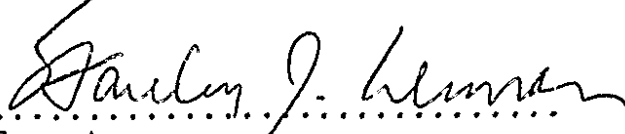
SPECIAL RESOLUTION OF

SUNQUEST EUROPA LIMITED

At an Annual General Meeting of the Company held
at 40th Floor, One Oxford Centre, Pittsburgh, PA 15219 on
January 17, 1994 the following resolution was passed as a
special resolution.

That in accordance with Section 388A of the Companies Act 1985
(as amended) the Company be made exempt from the obligation to
appoint auditors as otherwise required by Section 384 of the
Companies Act 1985 (as amended).

S. Lehman


.....
Secretary

Presented by: Hopkins & Wood
2-3 Cursitor Street
London EC4A 1NE