

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

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

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

To the Registrar of Companies

For official use

For official use

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--

Name of company

* RANDOM ACCESS SERVICES LIMITED

*insert full name
of company

I, MICHAEL JOHN HOPE, signing on behalf of London Law Secretarial Limited _____
of 84 Temple Chambers, _____
Temple Avenue, _____
London EC4Y OHP _____

do solemnly and sincerely declare that I am a person named as 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 Temple Chambers,

Temple Avenue,

in the City of London.

the 17th day of February

One thousand nine hundred and ninety three

Declarant to sign below

mjhge

before me

A Commissioner for Oaths/

~~A Solicitor having the powers conferred on a Commissioner for Oaths~~Presenter's name address and
reference (if any):

The London Law Agency Limited
84 Temple Chambers,
Temple Avenue,
London, EC4Y OHP
Telephone: 071-353 9471
Telex: 23553

For official use

New Companies Section

Post nom

THE LAW SERVICES
ASSOCIATION**The London Law Agency Limited**Company Registration Agents, Printers and Publishers,
TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON EC4Y OHP Tel: 071-353 9471 (10 lines)

London Law

TEMPLE CHAMBERS, TEMPLE AVENUE
LONDON EC4Y 0HP
TELEPHONE 071-353 9471
FAX 071-583 1531
DX 1053 LONDON/CHANCERY LANE

10

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

This form should be completed in black.

Company name (in full)

CN

02793906

RANDOM ACCESS SERVICES LIMITED

For official use

Registered office of the company on
incorporation.

RO

84 Temple Chambers

Temple Avenue

Post town London

County/Region —

Postcode EC4Y 0HP

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

Number of continuation sheets attached

☐

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

RA

Name The London Law Agency Limited

84 Temple Chambers

Temple Avenue

Post town London

County/Region —

Postcode EC4Y 0HP

The London Law Agency Limited

84 Temple Chambers

Temple Avenue, London Postcode EC4Y 0HP

Telephone 071-353 9471

Our Ref:

Company Secretary

Name

Address

CS

London Law Secretarial Limited

AD

84 Temple Chambers

Temple Avenue

Post town London

County/Region —

Postcode EC4Y OHP Country England

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

Signed

(Authorised
Signatory)

Date 1st February 1993

Consent signature

Directors

Name

Address

CD

London Law Services Limited

AD

84 Temple Chambers

Temple Avenue

Post town London

County/Region —

Postcode EC4Y OHP Country England

Nationality **NA** English
Registered

Business occupation

OC Limited Company

Other directorships

OD None

* Voluntary details

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

Signed

(Authorised
Signatory)

Date 1st February 1993

Consent signature

Delete if the form
is signed by the
subscribers.

CH1A 5

Agents for and on behalf of the Company
The London Law Agency Limited

(Authorised
Signatory)

Signature of agent on behalf of all subscribers Date 1st February 1993

THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 1989



A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
RANDOM ACCESS SERVICES LIMITED

Q279 3906.

1. The Company's name is "RANDOM ACCESS SERVICES LIMITED".
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are:-

122595

(A) To undertake and provide data and statistical services, including but not limited to the storage of information relating to and the computerised monitoring of clinical trials, and to undertake and provide management, administration and consultancy services of all kinds; and to enter into, assist or participate in industrial, financial, commercial, mercantile and other transactions, undertakings and businesses; to collect and circulate statistics, facts, reports, statements, articles and other information in any way relating to or affecting industry or commerce; and to undertake the office of and act as trustee, executor, administrator, manager, agent or attorney of or for any such persons, firms or companies; and generally to undertake, perform and discharge any trusts or trust agency business and any office of confidence; to carry on all or any of the businesses of personnel and business consultants and to advise on problems relating to the administration and organisation of trade, industry or business and the means and methods for extending, developing and improving all types of businesses or industries and all systems or processes relating to the production, storage, distribution, marketing and sale of goods; to engage in research, investigations, evaluations and experimental work of every description in relation to the uses of materials and the application of industrial or manufacturing processes to materials; to carry on business as suppliers of staff for permanent or temporary employment and to establish and maintain an employment agency.

Presented by:
The LONDON LAW AGENCY LTD.
84 Temple Chambers
Temple Avenue London
London EC4Y 0HP

Ref 41154

(B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, 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 or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, 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 borrow or raise or secure the payment of money in such manner as the Company shall think fit for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) For the purposes of or in connection with the business of the Company to mortgage and charge the undertaking and all or any of the real and personal property and assets, present and future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances. To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(G) To receive money on deposit or loan upon such terms as the Company may approve.

(H) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, and whether or not such guarantee is given in connection with or pursuant to the attainment of the objects herein stated to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture, stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary company or otherwise associated with the Company in business.

(I) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary company or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object; and to establish, set up, support and maintain share purchase schemes or profit sharing schemes for the benefit of any employees of the Company, or of any company which is for the time being the Company's Holding or Subsidiary company and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(K) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(L) To pay for any property or rights acquired by the Company, either in cash or 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.

(M) 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 of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, 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, stock or securities so acquired.

(N) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(O) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(P) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(Q) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant 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.

(R) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(S) To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company.

(T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, 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.

(U) To give such financial assistance directly or indirectly for the purpose of the acquisition of shares in the Company or the Company's Holding company or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of shares in the Company or the Company's Holding company as may be lawful.

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



(W) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraph or the name of the Company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company.

4. The liability of the Members is limited.

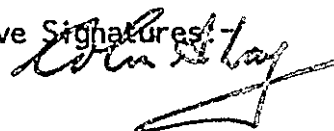
5. The Company's share capital is £500,000 divided into 500,000 shares of £1 each.

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
<div data-bbox="737 645 1072 743"></div> <div data-bbox="440 826 901 987">For and on behalf of LONDON LAW SERVICES LIMITED, Temple Chambers, Temple Avenue, London EC4Y 0HP.</div> <div data-bbox="753 1025 979 1146"></div> <div data-bbox="440 1176 952 1337">For and on behalf of LONDON LAW SECRETARIAL LIMITED, Temple Chambers, Temple Avenue, London EC4Y 0HP.</div>	<div data-bbox="1200 857 1264 889">One</div> <div data-bbox="1200 1209 1264 1240">One</div>
Total Shares taken	Two

Dated the 1st day of February, 1993.

Witness to the above Signatures



COLIN A LAY,
Temple Chambers,
Temple Avenue,
London EC4Y 0HP.

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

RANDOM ACCESS SERVICES LIMITED

PRELIMINARY

1. 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 referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 8 and 64 of Table A shall not apply to the Company; and in addition to the remaining Clauses of Table A, as varied hereby, the following shall be the Articles of Association of the Company.

SHARES

2. (A) Subject to Sub-Article (B) hereof all Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit.

(B) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to allot relevant securities (as defined in Section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital with which the Company is incorporated; and that this authority shall expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting.

(C) The Directors shall be entitled under the authority conferred by this Article to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.

(D) In accordance with Section 91 of the Act, Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities (as defined in Section 94 of the Act) by the Company.

3. The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid Share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that Share and the Company shall also have a first and paramount lien on all Shares (whether fully paid or not) standing registered in the name of any person whether solely or as 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 Share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a Share shall extend to any dividend or other amount payable in respect thereof.

GENERAL MEETINGS

4. A notice convening a General Meeting shall in the case of special business specify the general nature of the business to be transacted; and Clause 38 of Table A shall be modified accordingly.

5. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.

6. Clause 41 of Table A shall be read and construed as if the last sentence ended with the words ", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved".

DIRECTORS

7. Unless and until the Company in General Meeting shall otherwise determine, there shall not be any limitation as to the number of Directors. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A; and Clause 89 of Table A shall be modified accordingly.

8. If the resolution or instrument by which a Director is appointed so provides, he shall be a Permanent Director and not subject to retirement by rotation; and Clauses 73 to 75 (inclusive) of Table A shall not apply to any Permanent Director.

9. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge 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.

10. A Director may vote as a Director on any resolution concerning any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 94 of Table A shall be modified accordingly.

INDEMNITY

11. Subject to the provisions 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 entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

TRANSFER OF SHARES

12. 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; and Clause 24 of Table A shall be modified accordingly.

NAMES AND ADDRESSES OF SUBSCRIBERS

R. Lufham

For and on behalf of
LONDON LAW SERVICES LIMITED,
Temple Chambers,
Temple Avenue,
London EC4Y 0HP.

M. J. Lloyd


For and on behalf of
LONDON LAW SECRETARIAL LIMITED,
Temple Chambers,
Temple Avenue,
London EC4Y 0HP.

Dated the 1st day of February, 1993.

Witness to the above Signatures:-

Colin A Lay


COLIN A LAY,
Temple Chambers,
Temple Avenue,
London EC4Y 0HP.

FILE COPY



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

No. 2793906

I hereby certify that

RANDOM ACCESS SERVICES 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 25 FEBRUARY 1993

P. A. Morgan
P.A.MORGAN (MFG)

an authorised officer

G

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

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

To the Registrar of Companies
(Address overleaf)

Company number

2793906

* insert full name
of company

Name of company

* RANDOM ACCESS SERVICES LIMITED

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

3 0 0 6

5 April
Day Month

0 5 0 4

30 June
Day Month

3 0 0 6

31 December
Day Month

3 1 1 2

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

Signed

NKD

Designation‡

Director

Date 24/03/93

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

For official use
D E B

Post room



THE LONDON LAW AGENCY LIMITED

The London Law Agency Limited

Company Registration Agents, Promoters, and Petitioners
TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON EC4Y 0HP Tel. 071 353 9471 (10 lines)

Company No: 2793906

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

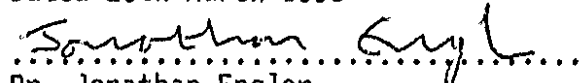
RANDOM ACCESS SERVICES LIMITED

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 resolutions as Special Resolutions and agree that the said resolutions shall, pursuant to Clause 53 of 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:-

1. That the two issued shares of £1 each in the capital of the Company and 39,998 of the authorised but unissued shares of £1 each in the capital of the Company be redesignated and henceforth known as "A" Ordinary Shares and that the remaining 460,000 authorised but unissued shares of £1 in the capital of the Company be redesignated and henceforth known as "B" Ordinary Shares.
2. That the Articles of Association produced to the meeting and initialled by the Chairman for identification purposes only be and are hereby adopted as the Articles of Association of the Company in substitution for the existing Articles of Association.

Dated 20th March 1993


.....
Dr. Jonathan Engler

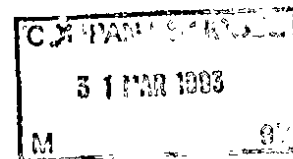

.....
Nigel Rawlings

Company Number : 2793906

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989



A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

RANDOM ACCESS SERVICES LIMITED

(adopted by Special Resolution passed on 20th March 1993)

PRELIMINARY

1. 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 referred to as "Table A") shall apply to the Company save insofar as they are excluded or varied hereby. Regulation 64 of Table A shall not apply to the Company.

2. In the interpretation of these Articles, unless the context otherwise requires, the following words and expressions shall bear the meanings opposite them:-

"A" Ordinary Share	a convertible "A" ordinary share of £1.00 in the capital of the Company as hereinafter provided
"A1" Ordinary Share	a convertible "A1" ordinary share of £0.50 in the capital of the Company as hereinafter provided
"A2" Ordinary Share	a convertible "A2" ordinary share of £0.25 in the capital of the Company as hereinafter provided
"A3" Ordinary Share	an "A3" Ordinary Share of £0.15 in the capital of the Company as hereinafter provide
"Average Pre-Tax Net Profit"	the average of the pre-tax net profits of the Company as shown in the audited accounts of the Company for the three financial years preceeding the exercise of a

	right to conversion by any shareholder
BES	Business Expansion Scheme under Section 50 of the Finance Act 1988, as amended
"B" Ordinary Share	a "B" Ordinary Share of £1.00 each in the capital of the Company as hereinafter provided
"Financial Year"	any accounting reference period of the Company
"Share"	an "A" Ordinary Share, "A1" Ordinary Share, "A2" Ordinary Share, "A3" Ordinary Share and "B" Ordinary Share
"Taxes Act"	the Income and Corporation Taxes Act 1988 including any statutory modification or the re-enactment thereof for the time being in force.

3. In addition to the remaining Clauses of Table A, as varied hereby, the following shall be the Articles of Association of the Company.

SHARE CAPITAL

4. The authorised share capital of the Company at the date of adoption of these Articles is £500,000 divided into 40,000 "A" Ordinary Shares and 460,000 "B" Ordinary Shares.

The rights attaching to the "A" Ordinary Shares, "A1" Ordinary Shares, "A2" Ordinary Shares, "A3" Ordinary Shares and "B" Ordinary Shares respectively shall be as follows:-

A As regards profits

The profit of the Company available for distribution and resolved to be distributed shall be paid as a dividend *pari passu* to the holders of "A" Ordinary Shares, "A1" Ordinary Shares, "A2" Ordinary Shares, "A3" Ordinary Shares and "B" Ordinary Shares in accordance with the number of said shares held by them respectively and without regard to the nominal value of such shares.

B As regards capital

On a return of assets and a winding up, the assets of the Company available for distribution amongst members of the Company shall be applied as follows:-

- (i) First, in paying the holders of "A" Ordinary Shares "A1" Ordinary Shares, "A2" Ordinary Shares, "A3" Ordinary Shares and "B" Ordinary Shares pari passu as if they constituted one class, the amount paid up or credited as paid up on such shares (and if any overall payment to a shareholder in respect of a class of shares, cannot be made without creating fractions, that payment shall be rounded to the nearest whole number by the Directors as they shall think proper); and
- (ii) Secondly, any surplus assets of the Company shall be distributed amongst the holders of Shares pari passu according to the number of shares held by them respectively and irrespective of the amount paid up on any such Shares or its nominal value.

C As regards voting

At all general meetings of the Company every holder of shares who (being an individual) is present in person or (being a corporation) present by a duly authorised representative (whether or not being himself a member entitled to attend and vote) shall have one vote on a show of hands and upon a poll every member whether present in person or by a duly authorised representative as aforesaid or by proxy shall have four votes for each A Ordinary Share, two votes for each "A1" Ordinary Share and one vote for each "A2" Ordinary Share, "A3" Ordinary Share and "B" Ordinary Share of which he is the holder.

D As regards conversion

- (1) Each holder of A Ordinary Shares shall be entitled at any time to convert the "A" Ordinary Shares held by him into fully paid "A1" Ordinary Shares at the rate of two "A1" Ordinary Shares for one "A" ordinary Share, subject to the provisions of these Articles.
- (2) Each holder of "A1" Ordinary Shares shall be entitled at any time to convert the "A1" Ordinary Shares held by him into fully paid "A2" Ordinary Shares at the rate of two "A2" Ordinary Shares for one "A1" Ordinary Share, subject to the provisions of these Articles.
- (3) Each holder of "A2" Ordinary Shares shall be entitled at any time to convert the "A2" Ordinary Shares held by him into fully paid "A3" Ordinary Shares at the rate of three "A3" Ordinary Shares for two "A2" Ordinary Share, subject to the provisions of these Articles.
- (4) The conversion pursuant to the rights granted in sub Articles D(1) to D(3) shall be made on the following terms:-
 - (i) the conversion shall be effected on or after 1st July 1998 by notice in writing ("the Conversion Notice") signed by the holder of the Shares (or in the case of joint holders, by both) in respect of which the conversion rights are to be exercised

- (ii) the Conversion Notice shall be delivered to the Office together with all of the share certificates relating to the shares to be converted, and on delivery of the same, conversion shall take effect immediately ("the date of conversion")
- (iii) forthwith after the date of conversion, the Company shall issue to the holders of the shares which have been converted, new share certificates to such holders respectively for the "A1" Ordinary Shares or "A2" Ordinary Shares or "A3" Ordinary Shares resulting from the conversion
- (iv) any conversion of shares shall be without prejudice to the rights of the holders of those shares immediately before conversion to be entitled to claim and pursue any unpaid dividends which may have become due and payable prior to the conversion, pursuant to these Articles
- (v) no further shares ranking in priority to or pari passu with the shares to which the conversion rights attach shall be created or issued
- (vi) the conversion rights set out in sub-Article D(1) shall not be exercisable by the holders of "A" Ordinary Shares unless and until the Average Pre-Tax Net Profit exceeds £100,000
- (vii) the conversion rights set out in sub-Article D(2) shall not be exercisable by the holders of "A1" Ordinary Shares unless and until the Average Pre-Tax Net Profit which exceeds £200,000
- (viii) the conversion rights set out in sub-Article D(3) shall not be exercisable by the holders of "A2" Ordinary Shares unless and until the Average Pre-Tax Net Profit which exceeds £400,000
- (ix) "A" Ordinary Shares may be converted to "A2" Ordinary Shares or "A3" Ordinary Shares directly subject to the ratios referred to in sub-Articles D(2) and D(3) provided that the appropriate level of Average Pre-Tax Net Profits has been achieved as set out above and subject to the provisions of these Articles.

(E) As regards transfer and transmission of shares

The "A3" Ordinary Shares shall not be transferred or transmitted unless the number of "A3" Ordinary Shares to be transferred or transmitted is a multiple of six.

SHARES

5. (A) Subject to sub-Article (B) hereof and Article 6 all Shares shall be under the control of the Directors and the Directors may

allot, grant options over, or otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit.

- (B) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to allot relevant securities (as defined in Section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed £500,000; and that this authority shall expire on the fifth anniversary of the date on which the resolution was passed to adopt these Articles of Association of the Company unless varied or revoked or renewed by the Company in General Meeting.
- (C) The Directors shall be entitled under the authority conferred by this Article to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.
- (D) The Directors shall be empowered to allot equity securities (as defined in Section 94 of the Act) pursuant to the authority conferred by Sub-Articles (A), (B) and (C) above as if Section 89(1) of the Act did not apply to the allotment.

ALLOTMENT AND ISSUE OF SHARES

- 6. During a period of four years from the date of any issue of any Shares in the Company pursuant to an offer for subscription made by or on behalf of the Company for the purposes of a BES neither the Company nor the Directors shall, save with the prior approval of a special resolution of the Company:
 - (A) allot or issue or make arrangements to allot or issue any Shares in the capital of the Company which are or will be at any time not fully paid up; and
 - (B) allot or issue any Shares or relevant securities if the allotment or issue or agreement concerned will, to the knowledge of the Company or the Directors respectively, having made reasonable enquiry, have the effect that the Company will cease to be a qualifying company for the purposes of Chapter III Part II of the Taxes Act.
- 7. The Company shall not during a period of four years from the date of issue of any Shares under a BES:
 - (A) acquire any shares or any interest in shares; or
 - (B) enter into any arrangements in relation thereto;if the Company would thereby cease to be a qualifying company for the purposes of Chapter III Part VII of the Taxes Act, save with the prior approval of a special resolution.

GENERAL MEETINGS

8. A notice convening a General Meeting shall in the case of special business specify the general nature of the business to be transacted; and Clause 38 of Table A shall be modified accordingly.
9. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.
10. Clause 41 of Table A shall be read and construed as if the last sentence ended with the words ", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved".
11. A Director, notwithstanding that he is not a Member, shall be entitled to receive notice of and to attend and speak at all General Meetings of the Company.

DIRECTORS

12. The minimum number of Directors shall be two and unless and until the Company in General Meeting shall otherwise determine there shall be no maximum number of Directors.
13. (A) The Directors shall not be required to retire by rotation and Clauses 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 in accordance with Article 12 above as the maximum number of Directors and for the time being in force.

14. The Directors may from time to time exercise all the powers of the Company to borrow money, and to mortgage or charge all its or its subsidiaries' undertaking, property and assets, both present and future, (including 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 its subsidiaries or of any third party, provided that during a period of four years from the date of issue of any Shares in the Company pursuant to an offer for subscription made by or on behalf of the Company for the purposes of a BES:
- (A) the Company does not thereby cease to be a qualifying company within the meaning of Chapter III Part VII of the Taxes Act; and
 - (B) the aggregate of moneys borrowed by the Company from time to time shall not, without the prior approval by ordinary resolution of the Company, exceed a sum equal to the aggregate of the amount paid up on the share capital of the Company and the amount standing to the credit of the reserves of the Company and its subsidiaries (if any) from time to time.
15. The Directors, when exercising any power of the Company, must not exercise that power such that holders of Shares issued pursuant to an offer for subscription made by or on behalf of the Company, for the purposes of a BES would be refused relief or relief would be withdrawn.
16. (A) A Director may vote at any Meeting of Directors or of a committee of Directors on any resolution notwithstanding that it concerns or relates to any 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 he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the Meeting;
- (B) Clauses 94 to 97 (inclusive) in Table A shall not apply to the company.
17. A Director may act by himself or his firm in a professional capacity (other than that of Auditor of the Company) for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.

INDEMNITY

18. Subject to the provisions of the Act and in addition to such indemnity as is contained in Cause 118 of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

TRANSFER OF SHARES

19. Notwithstanding any provision in the Articles, if a Member wishes to transfer his shares, the name of the transferee shall not be entered in the Register of Members for six months from the date of allotment of

the shares subject to the transfer, if those shares were allotted pursuant to a private offer for subscription to BES.

20. During any relevant period of four years under a BES, save with the prior approval of the Company by special resolution, the Directors shall not register the transfer of any Share or any interest in any Share if as a result the Company would:
 - (A) be controlled by another company or by another company with persons connected with that other company (within the meaning of Sections 289 and 416 of the Taxes Act); or
 - (B) become a 51% subsidiary of another company; or
 - (C) otherwise cease to be a qualifying company under Chapter III Part VII of the Taxes Act, such that tax relief to holders of Shares under a BES aforesaid could be withdrawn or refused.
21. If the Directors refuse to register the transfer of any Share or any interest therein, the transfer shall not take effect so as to assign or create any beneficial interest in any Share to or in the purported transferee, who shall not be entitled to exercise or otherwise have the benefit of any rights attaching to the holders of any such Share by virtue of the Articles of Association.
22. At any time, notwithstanding any other provisions of the Articles of Association, the Directors may refuse to register the transfer of a Share which is not fully paid and they may also refuse to register a transfer unless:
 - (A) it is lodged at the office or at such other place as the Directors may appoint and is accompanied by the certificate for the Shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and
 - (B) it is in respect of only one class of shares; and
 - (C) it is in favour of not more than four transferees; and
 - (D) it is in accordance with Article 4(E).

TRANSMISSION OF SHARES

23. A person becoming entitled to a Share as referred to in Clause 31 of Table A, before being registered as a holder, shall not be entitled to exercise or otherwise have the benefit of any rights attaching to the holder of any Share by virtue of the Articles of Association and shall not be entitled to be registered as a holder of the shares in the case of shares allotted pursuant to a private offer for subscription for shares under a BES in the six months following the allotment of such shares. Clause 31 of Table A shall be modified accordingly and by Article 4(E) hereof.