



**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 black lettering

To the Registrar of Companies
(Address overleaf)

For official use

For official use

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Name of company

* THE RESEARCH DEPARTMENT LIMITED

* insert full
name of Company

I, WE, THE OXFORD LAW PUBLISHING COMPANY LIMITED

of 98 High Street, Thame, Oxfordshire

† delete as
appropriate

do solemnly and sincerely declare that ^{we are} I am a ~~sole director or secretary of the company~~
~~company~~ ^{person} named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it have been complied with,
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835

Declared at Thame

Declarant to sign below

the 27th day of October

One thousand nine hundred and 1985

before me

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

for and on behalf of
The Oxford Law Publishing
Company Limited

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

OXFORD FORMATIONS
98 High Street
Thame
Oxon OX9 3EH

For official Use

New Companies Section

Post room



C O M P A N I E S H O U S E

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

For official use ☐

THE RESEARCH DEPARMENT LIMITED

Registered office of the company on
incorporation.

RO 98 High Street

Post town THAME

County/Region Oxfordshire

Postcode OX9 3EH

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

☐

Name

RA

Post town

County/Region

Postcode

Number of continuation sheets attached

1

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

Oxford Formations

98 High Street

Thame, Oxon

Postcode OX9 3EH

Telephone 0344 214 566

Extension

Company Secretary (See notes 1 - 5)

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

Address

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

Consent signature**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

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

Address

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


Date of birth

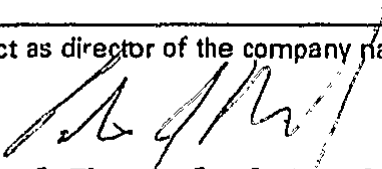
Business occupation

Other directorships

Voluntary details

Consent signature

CS		
THE OXFORD SECRETARIAT LIMITED		
DUNCO LIMITED		
AD	98 High Street	
Post town Thame		
County/Region Oxfordshire		
Postcode OX9 3EH		Country UK
I consent to act as secretary of the company named on page 1		
Signed		Date 27/10/93
On behalf of The Oxford Secretariat Ltd		

CD		
THE OXFORD LAW PUBLISHING COMPANY LIMITED		
98 High Street		
Post town Thame		
County/Region Oxfordshire		
Postcode OX9 3EH		Country UK
DO	0 2 0 2 9 3	Nationality NA British
OC	Company	
OD	See attached list	
I consent to act as director of the company named on page 1		
Signed		Date 27/10/93
On behalf of The Oxford Law Publishing Company Ltd		

Directors (continued)

(See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

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

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature**CD****AD**

Post town

County/Region

Postcode

Country

DO

Nationality

NA**OC****OD**

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

Signed

Date

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers Date

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

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

Signed

Date

On behalf of The Oxford Secretariat Ltd

Signed

Date

On behalf of The Oxford Law Publishing Co. Ltd

Signed

Date

Signed

Date

Signed

Date

Signed

Date

THE OXFORD LAW PUBLISHING COMPANY LIMITED

Directorships

1. Bellumit Filters Ltd
2. Silverpine Ltd
3. Inter-Euro Connections Ltd
4. Anthony Byrne Dental Laboratory Ltd
5. Alwin Associates Ltd
6. What's For Dinner? Ltd
7. Inter-Trade Nexus Ltd
8. Riverside Commercial Management Ltd
9. The N.L.P. Training Company Ltd
10. Absolutely Perfect Ltd
11. Coal Investments Ltd
12. Creative Fleet Systems Ltd
13. Ablebodied Ltd
14. Incomparable Ltd
15. Unparalleled Ltd
16. Absolute Certainty Ltd
17. Victoria Court (Haddenham) Ltd
18. A Bird in the Hand Ltd
19. Redwing International Ltd
20. Template Software International Ltd
21. Sterifant (UK) Ltd
22. Coyote Ltd
23. Highlight U.K. (Oxfordshire) Ltd
24. The PVCu Centre (Oxfordshire) Ltd
25. Accelerator Ltd
26. Accumulator Ltd
27. Acquisitive Ltd
28. Frenca Ltd
29. Apple Pie Order Ltd
30. Supreme Commander Ltd
31. Ablaze Ltd
32. Physical Ability Ltd
33. Chessmaster Ltd
34. Scientific Lighting Products Ltd
35. Contract Systems Ltd
36. Scott Marketing Ltd
37. The Independent Research Group Ltd

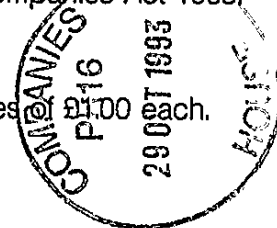
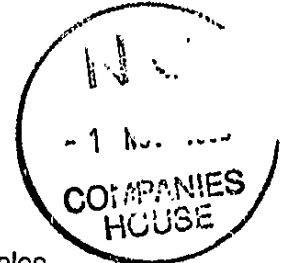
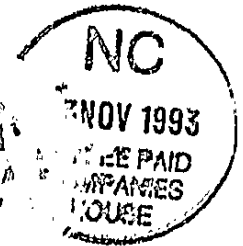
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THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF
THE RESEARCH DEPARTMENT LIMITED

1. The company's name is "THE RESEARCH DEPARTMENT LIMITED".
2. The company's registered office is to be situated in England and Wales.
- 3.1 The company's object is to carry on business as a general commercial company.
- 3.2 Without prejudice to the generality of the object and the powers of the company derived from section 3A Companies Act 1985 the company has power to do all of the following:
 - 3.2.1 to lend money or give credit on any terms and with or without security to any person, firm or company, to enter into guarantees and contracts of indemnity, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner the payment of any sum of money or the performance of any obligation by any person, firm or company;
 - 3.2.2 to borrow money in any manner and to secure the repayment of any money borrowed or the performance by the company of any obligation or liability it may undertake, by mortgage, charge, lien or other security upon the whole or any part of the company's property or assets (both present and future), including its uncalled capital;
 - 3.2.3 to sell or otherwise dispose of the whole or any part of the business or property of the company, for such consideration as the company may think fit, including shares, debentures, or other securities;
 - 3.2.4 to pay any expenses incurred in connection with the promotion and incorporation of the company, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the company;
 - 3.2.5 to make donations to or otherwise assist any charitable, benevolent or public object;
 - 3.2.6 subject to compliance with the provisions of sections 155 to 158 (inclusive) Companies Act 1985, to give financial assistance directly or indirectly for such purposes as are specified in sections 151(1) and 151(2) Companies Act 1985.
4. The liability of the members is limited.
5. The company's share capital is £100 divided into 100 shares of £1.00 each.

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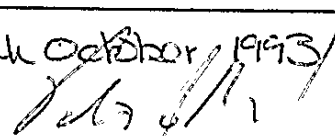


We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.


Names and Addresses of Subscribers

Number of shares
taken by each
Subscriber

Date: 27th October 1993

1. 
.....
For and on behalf of
The Oxford Law Publishing Company Ltd
98 High Street
Thame OX9 3EH

1

2. 
.....
For and on behalf of
The Oxford Secretariat Ltd
98 High Street
Thame OX9 3EH

1

Total shares taken

2

Witness to the above signatures:-


.....

Mary Kershaw
98 High Street
Thame
Oxon OX9 3EH

THE COMPANIES ACTS 1985 to 1989
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF
THE RESEARCH DEPARTMENT LIMITED

PRELIMINARY

1. The regulations of the company shall be the regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (referred to below as "Table A") as amended by the Companies (Tables A to F)(Amendment) Regulations 1985 with the following amendments and additions.

SHARE CAPITAL

2.1 For a period of five years from the date of incorporation the directors are generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 ("the Act"), to allot relevant securities to such persons and on such terms as they think fit up to the amount of the share capital with which the company was registered.

2.2 In accordance with section 91(1) of the Act sub-sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to any allotment of shares comprised in the share capital with which the company was registered.

LIEN

3. The lien conferred by Regulation 8 in Table A shall also attach to fully paid shares, and shall extend to all money due to the company by any registered holder or his estate, whether he is a sole registered holder or one of joint holders. Regulation 8 in Table A is modified accordingly.

TRANSFER OF SHARES

4. The directors may in their absolute discretion and without giving any reason, decline to register the transfer of a share, whether or not it is fully paid, and the first sentence of Regulation 24 in Table A does not apply to the company.

PROCEEDINGS AT GENERAL MEETINGS

The following words are added to regulation 41 of Table A

5.1 At any time that the company has only one member, one person present in person or by proxy, or a duly authorised representative of a corporation, shall be a quorum. Regulation 40 in Table A is modified accordingly.

5.2 If a quorum is not present within half an hour after the time appointed for the adjourned meeting, the meeting shall be dissolved.

NUMBER OF DIRECTORS

6. Regulation 64 in Table A is amended by deleting "but shall be not less than two" and substituting "and the minimum shall be one. Whenever the minimum number is one, a sole director may exercise all the powers, authorities and discretions vested in the directors by Table A and these articles".

EXCLUSION OF POWER TO APPOINT ALTERNATE DIRECTORS

7. No director shall be entitled to appoint any person to be his alternate. Regulations 65-69 inclusive in Table A do not apply to the company and regulations 88 and 93 are modified accordingly.

EXCLUSION OF PROVISIONS FOR RETIREMENT OF DIRECTORS BY ROTATION

8. The directors shall not be required to retire by rotation. Regulations 73, 74, 75 and 80 in Table A do not apply to the company, and regulations 76, 77, 78, 79 and 84 are modified accordingly.

DIRECTORS GRATUITIES AND PENSIONS

9.1 The directors may provide benefits whether by the payment of gratuities or pensions or by insurance or otherwise for any director who holds or has held any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or a predecessor in business of the company or of any such subsidiary and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent upon him and may (during as well as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purpose of providing for such benefit. A director may vote at a meeting of Directors or of a committee of directors on any resolution concerning the provision of such benefits.

9.2 Regulation 87 in Table A shall not apply to the company.

PROCEEDINGS OF DIRECTORS

10.1 The quorum necessary for the transaction of the business of the directors shall be two except that whenever the minimum number of directors is one and there is only one director, the quorum shall be one.

10.2 Regulation 89 in Table A does not apply to the company.

11.1 A director may vote, at a meeting of directors or of a committee of directors, on any resolution, concerning a matter in which he has, directly or indirectly, an interest or duty.

11.2 Regulations 94-97 (inclusive) in Table A do not apply to the company.

THE SEAL

12.1. The directors may determine whether the company shall have a seal or not. If the company has a seal the directors may still authorise the execution by the company of a document otherwise than by affixing the company seal. The seal 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.

12.2 The obligation under regulation 6 of Table A relating to the sealing of share certificates does not apply to the company.

12.3 Regulation 101 in Table A does not apply to the company.

12.4 The company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad and such powers shall be vested in the directors.

INDEMNITY

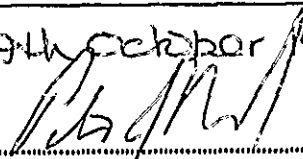
13.1 In addition to the indemnity provided in regulation 118 in Table A, every director or officer of the company shall be indemnified out of the assets of the company against any charge, cost, expense, liability or loss incurred by him in the exercise of his powers or the execution of his duties and shall not be liable for any loss or damage occasioned to the company by the exercise of his powers or the execution of his duties except a charge, cost, expense, liability or loss incurred by him or occasioned to the company which results from the director's negligence, default, breach of duty or breach of trust.

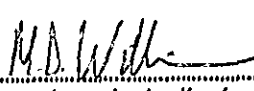
13.2 The directors shall have power to purchase and maintain for any director, officer or Auditor of the company insurance against any such liability as is referred to in section 310(1) of the Act.

13.3 Regulation 118 in Table A does not apply to the company.

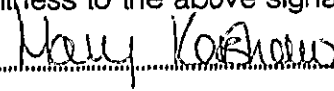
Names and addresses of Subscribers

Date: 27th October 1993

1. 
For and on behalf of
The Oxford Law Publishing Company Ltd
98 High Street
Thame
Oxon OX9 3EH

2. 
For and on behalf of
The Oxford Secretariat Ltd
98 High Street
Thame
Oxon OX9 3EH

Witness to the above signatures:-


Mary Kershaw
98 High Street
Thame
Oxon OX9 3EH

FILE COPY



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

No. 2870220

I hereby certify that

THE RESEARCH DEPARTMENT 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 9 NOVEMBER 1993

A handwritten signature in cursive script, appearing to read 'L. Parry'.

MRS. L. PARRY

an authorised officer