

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

Please do not
write on
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
(Address overleaf)

For official use

For official use

Name of company

* Oakwood (UK) Limited

* insert full
name of Company

I, MARTIN WILLIAM MACHAN

of 43 LAWRENCE ROAD

HOVE

EAST SUSSEX BN3 5QE

† delete as
appropriate

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

Declared at 82 Seckville Road
HOVE
EAST SUSSEX

Declarant to sign below

the Twenty fourth day of November
One thousand nine hundred and sixty three
before me Howard

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):

For official Use

New Companies Section

Post room



COMPANIES HOUSE

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 ☐

OAKWOOD (UK) LIMITED

Registered office of the company on
incorporation.

RO

43 LAWRENCE ROAD

Post town

HOVE

County/Region

EAST SUSSEX

Postcode

BN3 5QE ENGLAND

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 BRIGHTON FORMATIONS LIMITED

RA

43 LAWRENCE ROAD

Post town

HOVE

County/Region

EAST SUSSEX

Postcode

BN3 5QE ENGLAND

Number of continuation sheets attached

☐

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

As above

Postcode

Telephone 0273- 770996

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.

CS**BRIGHTON SECRETARY LIMITED****AD**

43 LAWRENCE ROAD

Post town

HOVE

County/Region

EAST SUSSEX

Postcode

BN3 5QE

ENGLAND

Country

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

For and on behalf of

BRIGHTON SECRETARY LTD**24 NOV 1993**

Signed

Date

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.

CD**BRIGHTON DIRECTOR LIMITED****AD**

43 LAWRENCE ROAD

Post town

HOVE

County/Region

EAST SUSSEX

Postcode

BN3 5QE

ENGLAND

Country

DO

Nationality

NA**OC****OD**

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

For and on behalf of

BRIGHTON DIRECTOR LTD**24 NOV 1993**

Signed

Date

Consent signature

* Voluntary details

Directors (continued)

(See notes 1 - 3)

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****DD****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

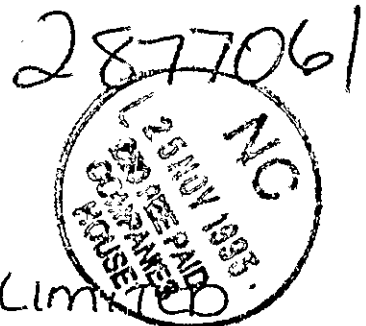
Date

24 NOV 1993

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

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

Signed**Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**



MEMORANDUM OF ASSOCIATION

OF

OAKWOOD (UK) LIMITED

1. The Company's name is "Oakwood (uk) limited" Limited".

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

4. The Company's objects are:

(a)(1) To carry on, in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses: manufacturers, importers, exporters, agents, dealers (both wholesale and retail) in all articles of commercial, manufacturing, personal and household use and consumption and in all kinds of raw materials; warehousemen, storage contractors, shipping and forwarding agents; dealers in property and estates; property developers, property managers; estate agents, insurance agents and brokers, financiers, financial agents and to act as nominee, trustee, agent, factor, broker, executor, administrator, receiver for or otherwise on behalf of Companies, Corporations, firms or persons, builders; scaffolders; contractors, heating and ventilation engineers and contractors, refrigeration engineers, specialists and contractors; decorators; painters; bricklayers; specialist carpenters, shuttering manufacturers and erectors; joiners; public works contractors; plasterers; plumbers; electricians; shop front fitters; builders' and decorators' merchants; civil, mechanical, constructional, agricultural, consulting, heating electrical and general engineers; welders; sheet metal workers; blacksmiths; motor engineers; garage proprietors; car hire service, taxi proprietor and operators; travel agents, tour operators, proprietor of vehicles and vessels of all kinds; transport and haulage contractors; general engineers; tool makers; booking agents for, and managers of, theatres, cinemas and all other kinds of entertainments and sporting events; turf and sporting accountants in all their branches; proprietors of shops, cafes, clubs, hotels and restaurants, catering contractors, dealers in foods and provisions of all kinds, wine and spirit merchants, licensed victuallers; butchers; grocers, greengrocers; fishmongers and poultry merchants; farmers; florists, horticulturists; bakers, confectioners; tobacconists; ironmongers, hardware merchants; dealers in plastics of all kinds, antique dealers; furniture manufacturers and dealers; leather and fancy goods dealers; jewellers, radio television and electrical retailers, dealers and repairers, toys, games and sports equipment dealers; photographers and dealers in all kinds of photographic material and equipment, film producers and distributors; textile merchants, tailors, fashion designers, ladies and gentlemen's outfitters, boot and shoe retailers, perfumery and cosmetic dealers, hairdressers, manufacturing and retail chemists; printers, publishers, stationers, advertising and publicity agents; public relations specialists, consultants, business transfer agents and employment agents; computer operators, programmers and dealers; market research specialists; business advisers, mail order specialists; dyers and cleaners; dry cleaners, proprietors of launderettes, excavation and demolition contractors; plant hirers, scrap iron and waste merchants and to carry on all or any of the said businesses, and provide services in connection therewith, either together as one business or as separate and distinct businesses, in any part of the world.

565185

b) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the property or rights of the Company.

(c) To apply for, purchase, register or otherwise acquire and protect and renew, whether in the United Kingdom or elsewhere in any part of the world any patents, patent rights, brevets d'invention, designs, concessions, secret processes, trade marks, licences, and the like and to alter, disclaim, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.

(d) To purchase, take on lease or in exchange, hire or by any other means acquire and take options over any freehold, leasehold or any other real or personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business, or may enhance the value of any other property of the Company.

(e) To acquire and undertake the whole or any part of the business, goodwill, assets, property, and liabilities of any person or company carrying on or proposing to carry on any business which the 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.

(f) To acquire an interest in, amalgamate with, or enter into partnership or into any arrangement with sharing profits, co-operation, joint adventure, union of interest or reciprocal concession with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which is capable of being conducted so as directly or indirectly to benefit the Company.

(g) To enter into any arrangement with any governments or authorities supreme, local, municipal, or otherwise, or any company or person that may seem conducive to the attainment of the Company's objects, or any of them, and to obtain from any such government or authority any rights, charters, licences, privileges or concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply therewith.

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

(i) To invest and deal with the moneys of the Company not immediately required in any manner, and to hold sell or otherwise deal with any investments made.

(j) To subscribe for, take, or otherwise acquire, and hold shares, stock, debentures and other negotiable or transferable instruments.

(k) To establish or promote any other company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company, or for any other purpose which may appear likely to assist or benefit the Company, or for any other value of any property or business of the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such company.

(l) To advance and lend money or give credit, with or without security to customers and others, to enter into guarantees, contracts or indemnity and suretyships of all kinds, to receive money on deposit or loans and to become security for any persons, firms or companies.

(m) To raise or borrow money in such a manner as the Company shall think fit, and to secure the repayment of any such money raised, borrowed or owing by , mortgage, lien, charge or other security upon all or any of the property or assets of the Company (whether present or future) including its uncalled capital, and also by a similar mortgage, lien, charge or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(n) To pay out of the funds of the Company all or any expenses which the Company may lawfully pay with respect of the Promotion, formation and incorporation of the Company or to contract with any person firm or company to pay the same and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures or other securities of the Company.

(o) To remunerate any person, firm or company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.

(p) To subscribe to or support any charitable object or any institution and to give pensions, bonuses, gratuities or assistance to any person who is serving or has served the Company, whether as a director, employee or otherwise, and his family and dependents; to make payments towards insurance, and to establish, form and contribute to provident, superannuation and other similar funds and trusts, associations, clubs, schools and other institutions for the benefit of any such persons aforesaid.

(q) To distribute among the members of the Company any property of the Company of any kind or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital of the Company be made except with the sanction for the time being required by law.

(r) To procure the Company to be registered or recognised in any part of the world.

(s) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform subcontracts and also to act in any of the businesses of the Company in any part of the world through or by means of agents, subcontractors or others.

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

(u) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any company purchasing the same.

(v) To do all or any of the matters or things aforesaid in any part of the world and to do such matters or things either as principals, agents, contractors or otherwise and by or through agents, contractors, or otherwise and either alone or in conjunction with others.

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

And it is hereby declared that:

(i) The objects specified in each sub-clause shall be regarded as independent objects, and they shall not be limited or restricted, except where otherwise expressed in such sub-clauses, by reference to or inference from the terms of any other sub-clause or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate and distinct company.

(ii) The word "Company" except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporated, and whether incorporated, registered, resident or domiciled in the United Kingdom or elsewhere.

4. The liability of the members is limited.

5. The Company's share capital is £1000 divided into 1000 ordinary 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 the Subscribers

Number of shares taken by
each subscriber

Brighton Director Limited
43 Lawrence Road
HOVE


One Ordinary Share

East Sussex BN3 5QE

For and on behalf of

BRIGHTON DIRECTOR LTD

Company Director



Brighton Secretary Limited
43 Lawrence Road
HOVE

One Ordinary Share

East Sussex BN3 5QE

For and on behalf of

BRIGHTON SECRETARY LTD

Company Secretary



Total shares taken

Two Ordinary Shares

Dated:

24 NOV 1993

Witness to the above Signatures:

Mrs Elizabeth Machan
43 Lawrence Road
HOVE
East Sussex BN3 5QE

Company Director



THE COMPANIES ACT 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

OAKWOOD CUK) 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 (hereinafter referred to as "Table A"), subject to the additions, exclusions and modifications hereinafter expressed shall constitute the Articles of Association of the Company.

SHARE CAPITAL

2. The Directors of the Company may (subject to regulations 3 and 4 (i) below and section 80 of the Act) allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80 (2) of the Act) in the Company on such terms and conditions and in such manner as they think proper.

3. The Directors of the Company are generally and unconditionally authorised during the period of five years from the date of incorporation of the Company to allot, grant rights to subscribe for or convert securities into shares in relation to the original shares in the authorised share capital of the Company to such persons at such times and on such terms and conditions as they think fit, subject to the provisions of section 80 of the Act.

4. (i) Subject to any direction to the contrary that may be given by Special Resolution by the Company in General Meeting, any shares which do not comprise the original authorised share capital of the Company shall, before they are issued, be offered to the Members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the Member is entitled and limiting a time within which the offer is not accepted shall be deemed to be declined, and after the expiration of such time or on receipt of an intimation from the Member to whom the notice is given that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of this paragraph shall have effect only insofar as they are not inconsistent with section 80 of the Act.

(ii) In accordance with section 91(1) of the Act, section 89(1) and sections 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

LIEN

5. (i) 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) payable at a fixed time or called in respect of that share. The Company shall also have a first and paramount lien on every share (whether or not it is a fully paid share) standing registered in the name of any Member solely or registered in the names of two or more joint holders for all moneys presently payable by him or his estate to the Company. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation.

(ii) Regulation 8 of the Table A shall not apply to the Company.

NOTICE OF GENERAL MEETINGS

6. (i) An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution or a Resolution appointing a person as a Director shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed.

(a) in the case of an Annual General Meeting, by the Members entitled to attend and vote thereat; and

(b) in the case of any other Meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety-five per cent, in nominal value of the shares giving that right.

(ii) The notice shall specify the time and place of the Meeting and in the case of special business only the general nature of the special business to be transacted and, in the case of an Annual General Meeting, shall specify the Meeting as such.

(iii) 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, and the appointment of, and the fixing of the remuneration of the Auditors.

(iv) Subject to the provisions of articles and to any restrictions imposed on any shares, all notices of and any other communications relating to any General Meetings of the Company or of separate General Meetings of the holders of any class of share capital of the Company shall be given to all members, to all persons entitled to a share in consequence of the death or bankruptcy of a Member and to the Directors and Auditors of the Company for the time being.

(v) Regulation 38 of Table A shall not apply to the Company.

PROCEEDINGS AT GENERAL MEETING

7. (i) No business shall be transacted at any Meeting unless a quorum is present at the time the Meeting proceeds to business. 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.

(ii) If such a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine. If at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, such adjourned Meeting shall be dissolved.

(iii) Regulations 40 and 41 of Table A shall not apply to the Company.

NUMBER OF DIRECTORS

8 (i) Unless otherwise determined by Ordinary Resolution in General Meeting of the Company the number of Directors (other than Alternate Directors) shall not be subject to any maximum, and the minimum number of Directors shall be one. If and so long as the minimum number of Directors shall be one, a sole Director may exercise all the authorities and powers which are vested in the Directors by Table A and by these Articles. Regulation 89 of Table A shall be modified accordingly.

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

APPOINTMENT OF DIRECTORS

9. The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Act.

10. No person shall be appointed a Director at any General Meeting unless:

(a) he is recommended by the directors; or

(b) 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.

11. Subject to regulation 10 above, the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.

12. 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 fixed by or in accordance with these Articles as the maximum number of Directors.

13. 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.

DIRECTORS GRATUITIES AND PENSIONS

14. (i) The powers of the Company set out in Clause 3 (p) of the Memorandum of Association may be exercised by the Directors of the Company.

(ii) Regulation 87 of Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

15 (i) A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising therefrom, 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.

(ii) Regulations 94 to 96 (inclusive) of Table A shall not apply to the Company.

SECRETARY

16. The Secretary or Joint-Secretary of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Act.

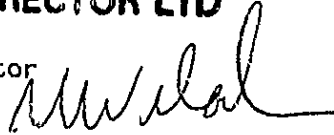
17. The Directors may, in their absolute discretion, decline to register the transfer of a share whether or not it be a fully paid share, and no reason for the refusal to register the aforementioned transfer need be given by the Directors. The first sentence of regulation 24 of Table A shall not apply to the Company.

Names and Addresses of the Subscribers

Brighton Director Limited
43 Lawrence Road
HOVE
East Sussex BN3 5QE

For and on behalf of
BRIGHTON DIRECTOR LTD

Company Director



Brighton Secretary Limited
43 Lawrence Road
HOVE
East Sussex BN3 5QE

For and on behalf of
BRIGHTON SECRETARY LTD

Company Secretary



Dated: **24 NOV 1993**

Witness to the above Signatures:

Mrs Elizabeth Machan
43 Lawrence Road
HOVE
East Sussex BN3 5QE

Company Director



FILE COPY



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


No. 2877061

I hereby certify that

OAKWOOD (UK) 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 1 DECEMBER 1993


MRS. L. PACEY

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 marginPursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

Company number

2877061

Name of company

* OAKWOOD (UK) LIMITED

* insert full name
of companygives 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 1 0 3

5 April

Day Month

0 5 0 4

30 June

Day Month

3 0 0 6

31 December

Day Month

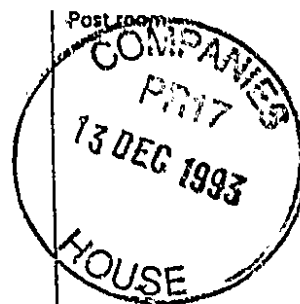
3 1 1 2

† Insert

Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriateSigned *J. L. Lintford*

Designation: SECRETARY Date 6/12/93

FOR CAUENISH ADMINISTRATION LIMITED

Presentor's name address
telephone number and reference (if any):CAUENISH ADMINISTRATION LTD.
99 CHARTERHOUSE ST.
LONDON EC1M 6HR
071 - 490 - 3882For official use
D.E.B.

Number of Company 2877061



The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION (*pursuant to S.378(2) of the Companies Act 1985*)

of Oakwood (UK) Limited

PASSED 7 DECEMBER 1993

At an Extraordinary General Meeting of the above-named Company, duly convened, and held at 99 Charterhouse Street, London EC1M 6HR, on 7th. December 1993 the following SPECIAL RESOLUTION was duly passed:

SPECIAL RESOLUTION

THAT the name of the Company be changed to Rutherford Communication Managers Limited

Signed

J. L. Litchford

FOR CAVENDISH ADMINISTRATION LIMITED
Secretary

Registered Office: 99 Charterhouse Street, London EC1M 6HR

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2877061

I hereby certify that

OAKWOOD (UK) LIMITED

having by special resolution changed its name,

is now incorporated under the name of

RUTHERFORD COMMUNICATION MANAGERS LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 5 JANUARY 1994

A handwritten signature in dark ink, appearing to read 'L. Parry'.

MRS. L. PARRY

an authorised officer

G

COMPANIES FORM No. 123

Notice of increase
in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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

[] [] [] [] [] []

2877061

Name of company

* RUTHERFORD COMMUNICATION MANAGERS LIMITED

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 7th DECEMBER 1993 the nominal capital of the company has been
increased by £ 15000 beyond the registered capital of £ 1000.

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

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

PLEASE SEE ATTACHED COPY EXTRACT FROM
THE ARTICLES.

Please tick here if
continued overleaf

☐

FOR CAVERNISH ADMINISTRATION LIMITED

Signed J. C. Luthford

{Director}{Secretary}† Date

14/12/93

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

CAVERNISH ADMINISTRATION LIMITED
99 CHANCERYHOUSE STREET
LONDON EC4M 6HR

For official Use
General Section

Post room



Number of Company 2877061

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION (*pursuant to S.123 of the Companies Act 1985*)

of Rutherford Communication Managers Limited

.....
PASSED 7 DECEMBER 1993
.....

At an Extraordinary General Meeting of the above-named Company, duly convened, and held at 99 Charterhouse Street, London EC1M 6HR, on 7th. December 1993 the following SPECIAL RESOLUTION was duly passed:

SPECIAL RESOLUTION

THAT the authorised share capital of the Company be and is hereby increased to £16000 by the creation of 15000 Redeemable Preference Shares of £1 each, having the rights and being subject to the restrictions set forth in the New Articles adopted pursuant to Resolution 3 below.

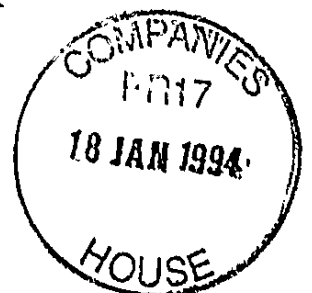
Signed

J. L. Luntford

FOR CAVENDISH ADMINISTRATION LIMITED
Secretary

Registered Office: 99 Charterhouse Street, London EC1M 6HR

18-1-94
595



No. 2877061

The Companies Acts 1985 to 1989
A Private Company Limited by Shares

NEW
ARTICLES OF ASSOCIATION
of
RUTHERFORD COMMUNICATION MANAGERS LIMITED

(Adopted by Special Resolution passed on 7th. December 1993)

PRELIMINARY

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by any enactment coming into operation prior to the date of adoption of these Articles (such regulations as so amended being hereinafter called "Table A") shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these Articles. In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provisions of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
2. In these Articles and (where appropriate) in Table A:-

"these Articles"	means these Articles of Association as from time to time altered by Special Resolution and "Article" shall be construed accordingly.
"the Auditors"	means the auditors for the time being of the Company.
"the Board"	means the Directors or any of them acting as the Board of Directors of the Company.
"holding company" and "subsidiary"	shall have the meanings ascribed thereto in section 736 of the Act.

3. The Company is a private company as defined in Section 1 of the Act and accordingly any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company or any allotment of or agreement to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public shall be prohibited.

BUSINESS

4. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Board at such time or times as it may consider expedient and further may be suffered by it to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Board may consider it expedient not to commence or proceed with the same.

SHARE CAPITAL

5. (1) The share capital of the company at the date of the adoption of these Articles is £ 16,000 divided into 1,000 Ordinary Shares of £1 each ("Ordinary Shares") and 15,000 Redeemable Preference Shares of £1 each ("Preference Shares").
- (2) The Ordinary Shares and Preference Shares shall be separate classes of shares having the rights and restrictions set out in this Article and in the other provisions of these Articles:-

(a) Income

The holders of the Preference Shares shall be entitled to be paid out of the profits of the Company available for dividend and resolved to be distributed in respect of any financial year or other accounting reference period for which the Company's accounts are made up a fixed cumulative preferential dividend at the rate of 6 per cent. per annum (excluding the amount of any tax credit) in priority to any payment to the holders of any other class of shares provided always that no such dividend shall be payable in respect of the period from incorporation up to and including 31st March, 1995. The preferential dividend shall be payable half-yearly in equal amounts on 31st March and 30th September (or if any such date shall be a Saturday, Sunday or public holiday in England on the first business day following such date) in each year in respect of the half year ending on those respective dates on the amount paid up thereon at the end of such half year. Payments of dividends shall be made to holders on the register at any date selected by the Board up to 42 days prior to the relevant dividend date. The holders of the Preference Shares shall not be entitled to any further right of participation in the profit of the Company. No

dividends shall be declared or paid in respect of the Ordinary Shares until such time as all of the Preference Shares have been redeemed.

(b) Capital

On a liquidation or other return of capital (other than a redemption of the Preference Shares or purchase by the Company of its own shares) the assets of the Company available for distribution among the members shall be applied in priority to any payment to the holders of any other class of shares first in paying to the holders of the Preference Shares a sum equal to all arrears and accruals of the fixed dividend thereon calculated down to the date of commencement of the liquidation or return of capital and to be payable irrespective of whether such dividend has been declared or earned or not and secondly in repayment of the capital paid up or credited as paid up on such shares. Subject as aforesaid, the Preference Shares shall not confer any further right to participate in the assets of the Company. Any additional assets shall be distributed to holders of the Ordinary Shares in proportion to the nominal amounts paid up or credited as paid up thereon.

(c) Redemption

- (i) The Company may, subject to the Act, redeem all or some of the outstanding Preference Shares (if any) at par at such time or times as it thinks fit (each such time being a "Redemption Date") and the amount payable on redemption thereof shall be the sum specified in sub-paragraph (v).
- (ii) The Company shall give not less than 21 days' notice in writing to each of the holders of Preference Shares of the relevant Redemption Date stating the place in the United Kingdom at which the certificates for such shares are to be presented for redemption.
- (iii) On the Redemption Date the Company shall be entitled and bound to redeem all or some of the Preference Shares (and so that, if less than all of the Preference Shares are being redeemed, the number of such shares held by a member to be redeemed shall be such proportion of the total number of Preference Shares being redeemed on that Redemption Date as his holding of Preference Shares bears to the total number of Preference Shares in issue on the day prior to that Redemption Date) and the relevant holders of the Preference Shares shall be bound to deliver to the Company at the place named in the notice the certificate for their Preference Shares (or the relevant proportion thereof) and upon such delivery and against the receipt of the holder for the redemption monies payable in respect of his

Preference Shares the Company shall pay to the holder the redemption monies payable to him in respect of such redemption and, if applicable, issue a new certificate for any Preference Shares remaining in his name after such redemption.

- (iv) If any holder of Preference Shares whose shares are liable to be redeemed under this paragraph shall fail or refuse to deliver up the certificates for his Preference Shares the Company may retain the redemption moneys until delivery up of the certificates or an indemnity in respect thereof satisfactory to the Company but shall within 14 days thereafter pay the redemption monies to the holder and, if applicable, issue a new certificate for any Preference Shares remaining in his name after such redemption.
- (v) There shall be paid on each Preference Share redeemed:-
 - (aa) the nominal amount paid up thereon; and
 - (bb) a sum equal to all arrears and accruals of the fixed dividend thereon to be calculated down to and including the Redemption Date regardless of whether such dividend has been earned or become due for payment or not.
- (vi) As from the Redemption Date the fixed dividend on a Preference Share which has been redeemed shall cease to accrue except on or in relation to any Preference Share in respect of which upon due presentation of the certificate relating thereto payment of the moneys due at redemption is refused.
- (vii) The receipt by the registered holder for the time being of any Preference Shares, or in the case of joint registered holders of the receipt by any of them, of the moneys payable on redemption thereof shall constitute an absolute discharge to the Company in respect thereof.

(d) Voting

The Preference Shares shall entitle the holders to receive notice of but shall not entitle the holders thereof to attend or vote at any General Meeting of the Company unless either:-

- (i) at the date of the notice convening the meeting the dividend thereon is twelve months or more in arrears; or
- (ii) the business of the meeting includes the consideration of a resolution for reducing the

capital of the Company or for winding up the Company, or any resolution abrogating, varying or modifying the rights or privileges attached to the Preference Shares or the creation of shares having rights ranking in priority thereto in which case they shall only be entitled to vote on any such resolution when, on a show of hands, each holder thereof shall have one vote and, on a poll, one vote for each Preference Share held.

Subject thereto, the provisions of Articles 6 and 19 shall apply.

(e) Other Matters

(i) Except with the consent or sanction of the holders of the Preference Shares given at a separate class meeting:-

(aa) no further shares ranking as regards participation in the profits or assets of the Company in priority to the preferential rights as to dividend and return of capital and otherwise of the Preference Shares shall be created or issued;

(bb) no resolution shall be passed whereby the rights attached to the Preference Shares shall be modified, varied or abrogated (but so that any resolution for the disapplication of section 89(1) of the Companies Act 1985 shall not be deemed to abrogate, vary or modify such rights) or for reducing the Company's share capital or any uncalled liability thereon or the amount for the time being standing to the credit of its share premium account or capital redemption reserve in any manner for which the consent of the Court would be required or whereby the purchase by the Company of any shares in its capital is sanctioned;

(ii) The Company shall send to the holders of Preference Shares a copy of every document sent to the holders of the Ordinary Shares at the same time as it is sent to the holders of the Ordinary Shares;

(iii) The unissued share capital resulting from the redemption of the Preference Shares pursuant to paragraph (c) above shall, by virtue of this sub-paragraph, become ordinary share capital divided into Ordinary Shares, each of a like nominal amount as any Ordinary Shares forming part of the issued ordinary share capital of the Company at the time of such redemption, and the Directors shall have power to issue Ordinary Shares of such nominal amount whether in anticipation of such redemption, to the

extent permitted by Section 160(5) of the Act or otherwise as provided in the Articles of Association of the Company for the time being;

- (iv) the Preference Shares will be transferable by transfer in writing in the usual common form or in any other form which the Board of the Company may approve and the provisions of Article 12(1) shall not apply thereto.

CLASS RIGHTS

- 6. (1) Whenever the capital of the Company is divided into different classes of shares, subject to the provisions of section 127 of the Act, all or any of the special rights attached to any class from time to time may (unless otherwise provided by the terms of issue of the shares of that class) be varied or abrogated, whether or not the Company is being wound up, either with the consent in writing of the holders of not less than three-fourths of the issued shares of the class or with the sanction of an extraordinary resolution passed at a separate general meeting of such holders, but not otherwise. All the provisions of these Articles and of Table A shall, mutatis mutandis, apply to every such separate general meeting, but so that the necessary quorum shall be one or more persons holding or representing by proxy at least one-third in nominal amount of the issued shares of the class or, at any adjourned meeting of such holders, those members who are present in person or by proxy, whatever their holdings, and the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively and any holder of a share or shares of the class present in person or by proxy may demand a poll.

Provided that no person dealing with the Company shall be concerned to see or enquire whether the restrictions imposed by this Article have been observed and no transaction in breach of such restrictions or any of them shall be invalid or ineffectual except in the case of express notice having been given to such other person at the time when the transaction was effected that there had been or that there would thereby be a breach of these restrictions.

- (2) Subject to Article 6(1), the rights conferred upon the holders of the shares of any class shall not, unless otherwise expressly provided by the terms of the issue of the shares of that class, be deemed varied by the creation or issue of further shares ranking *pari passu* therewith.
- 7. (1) Subject to any restrictions contained in these Articles and to Part IV of the Act, the Board is hereby authorised to exercise all powers of the Company to allot all relevant securities (within the meaning of section 80 of the Act) and the Board may allot, grant options over or otherwise dispose of the same to such persons (including the Directors themselves) on such terms and at such times as it may think proper, which authority shall be unconditional and for the exercise of such power generally.

G

COMPANIES FORM No. 122

Notice of consolidation, division, sub-division, redemption or cancellation of shares, or conversion, re-conversion of stock into shares

122

Please do not
write in
this margin

Pursuant to section 122 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number

[] [] [] [] [] []

2877061

Name of company

* RUTHERFORD COMMUNICATION MANAGERS LIMITED

*Insert full name
of company

gives notice that:

By RESOLUTION OF THE BOARD OF DIRECTORS ON
2 NOVEMBER 1994 THE 15,000 6% CUMULATIVE PREFERENCE
SHARES OF £1 EACH WERE REDEEMED IN FULL ON
16 DECEMBER 1994

CAVENDISH ADMINISTRATION
LIMITED

21 DEC 1994

CORPORATE SECRETARIES

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

Signed



DIRECTOR

Designation† Date

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

JAS EVANS
CAVENDISH ADMINISTRATION
LIMITED
99 CANAL HOUSE ST
LONDON EC1M 6NR

For official use
General Section

Post room



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COMPANIES HOUSE 23/12/94



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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2877061

The Registrar of Companies for England and Wales hereby certifies that
RUTHERFORD COMMUNICATION MANAGERS LIMITED

having by special resolution changed its name, is now incorporated
under the name of
RCIM LIMITED

Given at Companies House, Cardiff, the 21st March 1995



C028770617

P. A. Morgan
P. A. MORGAN (MPS)

For the Registrar of Companies

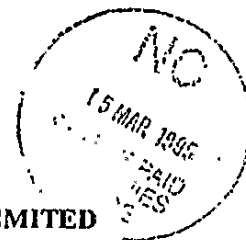


C O M P A N I E S H O U S E

HC006B

COMPANY NO 2877061

RESOLUTIONS
of
RUTHERFORD COMMUNICATIONS MANAGERS LIMITED



(PASSED 13 MARCH 1995)

At an Extraordinary General Meeting of the above named Company duly convened and held at 99 Charterhouse Street London EC1N 6HR on Monday 13 March 1995 at 11.20 a.m., the following resolutions were duly passed as Ordinary and Special Resolutions of the Company.

Ordinary Resolution

That the authorised share capital of the Company be reduced to £1000 divided into 1000 Ordinary Shares of £1 each by the cancellation of 15000 unissued Ordinary Shares of £1 each.

Special Resolution

That the name of the Company be changed to RCIM Limited.

Secretary

J. L. Linstead



COMPANIES FORM No. 122

G

**Notice of consolidation, division,
sub-division, redemption or
cancellation of shares, or conversion,
re-conversion of stock into shares**

122

Please do not
write in
this margin

Pursuant to section 122 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[] [] [] [] [] []

2877061

Name of company

* insert full name
of company

* Rutherford Communication Managers
Limited

gives notice that:

The authorised share capital of the company be reduced to £1000 divided
into 1000 Ordinary Shares of £1 each by the cancellation of 15,000
unissued Ordinary Shares of £1 each.

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

Signed

Katherine J. Peltz Designation: *Director*

Date 13.03.95

Presenter's name address and
reference (if any):
Stephenson Harwood
One, St Paul's
Churchyard
London EC4M 8SH

663/A768(45267)

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General Section

Post room

