

FILE COPY



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

Company No. 2925837

The Registrar of Companies for England and Wales hereby certifies that
PHONEWATCH LIMITED

Is this day Incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 5th May 1994

A handwritten signature in dark ink, appearing to be 'P. B. Jones'.

For the Registrar of Companies



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

11C007B

G

COMPANIES FORM No. 12

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

12

Please do not
write in
this margin

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

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

* insert full
name of Company

* FALCON WATCH LIMITED

I, PATRICIA KENNEDY

AUTHORISED SIGNATORY

of CORPORATE ADMINISTRATION SERVICES LIMITED

FALCON HOUSE, 24 NORTH JOHN STREET

LIVERPOOL, L2 9RP

† delete as
appropriate

do solemnly and sincerely declare that I am a ~~(Solely 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 LIVERPOOL

Declarant to sign below

Patricia Kennedy

the TWELFTH day of APRIL

One thousand nine hundred and NINETY FOUR

before me

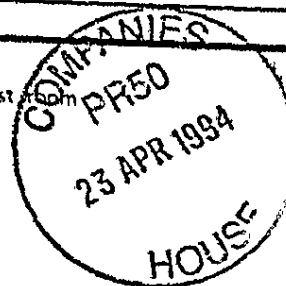
A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

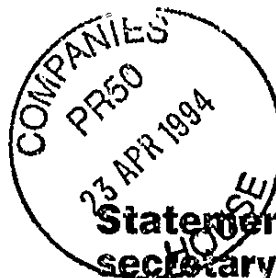
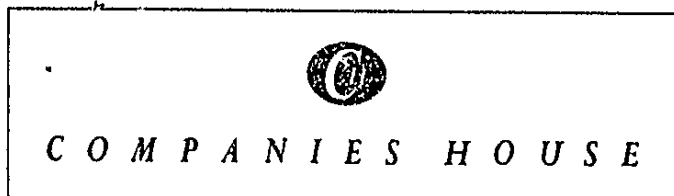
Presenter's name address and
reference (if any):

THE COMPANY STONE LTD
Harrington Chambers
26 North John Street
Liverpool, L2 9RP England
Tel: 0506 26266
COMPANY REGISTRATION AGENTS

For official Use
New Companies Section

Post Room





10

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

This form should be completed in black.

CN

For official use

Company name (in full)

PHONEWATCH LIMITED

Registered office of the company on
incorporation.

RO

Post town

HARRINGTON CHAMBERS,
28 NORTH JOHN STREET,
LIVERPOOL,
L2 9RU

County/Region

Postcode

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

THE COMPANY STORE LTD.
Harrington Chambers,
28 North John Street,
Liverpool, L2 9RP, England.
Tel: 0800 262662
Company Formation Agents

Post town

County/Region

Postcode

Number of continuation sheets attached



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

THE COMPANY STORE LTD.
Harrington Chambers,
28 North John Street,
Liverpool, L2 9RP, England.
Tel: 0800 262662
Company Formation Agents

Postcode

Telephone

Extension

Company Secretary (See notes 1 - 5)

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

Address

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

Consent signature

CS			
<u>CORPORATE ADMINISTRATION SECRETARIES LIMITED</u>			
AD	<u>FALCON HOUSE</u>		
<u>24 NORTH JOHN STREET</u>			
Post town <u>LIVERPOOL</u>			
County/Region <u>MERSEYSIDE</u>			
Postcode <u>L2 9RP</u>		Country <u>UNITED KINGDOM</u>	
I consent to act as secretary of the company named on page 1			
Signed	<i>P. Kennedy</i>		Date <u>12.4.94</u>

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.

* Voluntary details

Consent signature

CD			
<u>CORPORATE ADMINISTRATION SERVICES LIMITED</u>			
AD	<u>FALCON HOUSE</u>		
<u>24 NORTH JOHN STREET</u>			
Post town <u>LIVERPOOL</u>			
County/Region <u>MERSEYSIDE</u>			
Postcode <u>L2 9RP</u>		Country <u>UNITED KINGDOM</u>	
DO	<u>12</u>	<u>4</u>	<u>94</u>
Nationality NA		<u>INCORPORATED IN</u>	
		<u>ENGLAND</u>	
OC	<u>COMPANY REGISTRATION AGENTS</u>		
OD	<u>NONE</u>		
I consent to act as director of the company named on page 1			
Signed	<i>P. Kennedy</i>		Date <u>12.4.94</u>

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.

AUTHORISED SIGNATORY OF CORPORATE ADMINISTRATION SERVICES LIMITED

Signed

Date 12 4 94

AUTHORISED SIGNATORY OF CORPORATE ADMINISTRATION SECRETARIES LIMITED

Signed

Date 12 4 94

Signed

Date

Signed

Date

Signed

Date

Signed

Date

The Companies Act 1985

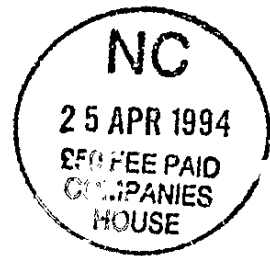
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

PHONEWATCH

LIMITED



1. The name of the Company is PHONEWATCH LIMITED
2. The Registered Office of the Company will be situated in England or Wales.
3. The objects for which the Company are established are:-
 - (a) (i) To carry on in conjunction with each other or as separate and distinct undertakings all or any of the following businesses: manufactures; 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 material; printers; publishers; property investors; property investment services; property management; estate agents; financial brokers; financial advisers; conference organisers and business promoters and advisers; warehousemen; storage contractors; shipping and forwarding agents; manufacturers of and dealers in all types of equipment and machinery; dealers in property and estates; property developers and investors, property managers; to offer services of accountant, book-keeper or secretary; 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; sign makers; heating and ventilation engineers and contractors; refrigeration engineers, specialist, contractors; decorators; painters; bricklayers; carpenters; shuttering manufacturers and erectors; joiners; public works and contractors; plasterers; plumbers; electricians, shop front fitters; carpet dealers and layers; builders and decorators; merchants; civil, mechanical, constructional, agricultural, consulting, heating, electrical and general engineers; architects; welders; sheet metal workers; double glazing and window consultants; blacksmiths; motor engineers; garage proprietors; car dealers, car hire services, taxi proprietors and operators; travel agents; tour operators; proprietors of vehicles and vessels of all kinds; transport and haulage contractors; general engineers; tool makers; booking agents for and managers of

585575

theatres, cinemas and all other kinds of entertainments and sporting events; turf and sporting accountants; proprietors of shops, cafes, clubs, hotels and restaurants, catering contractors; dealer in foods and provisions of all kinds; wine and spirit merchants; butchers; grocers; greengrocers; fishmongers and poultry merchants; dealers in health foods; farmers; florists; horticulturists; bakers; confectioners; tobacconists; 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; general dealers and repairers; toys; games and sports equipment dealers; photographers and dealers in all kinds of photographic material and equipment; film producers and distributors; footwear manufacturers; textile merchants; tailors; fashion designers; ladies and gentlemen outfitters; clothing manufacturers; boot and shoe retailers; perfumery and cosmetic dealers; hairdressers; manufacturing and retail chemists; medical suppliers; printers; publishers; stationers; advertising and publicity agents; public relations, business consultants; business transfer agents and employment agents; hire purchase and leasing operators; computer operators; consultants; programmers and dealers; video dealers; market research specialists; business advisers, mail order specialists; dyers and cleaners; dry cleaners; proprietors of launderettes, excavation and demolition contractors; locksmiths; security advisers; plant hirers; scrap iron and waste merchants; commodity traders; 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.

(ii) To carry on any other trade or business which can in the opinion of the board of directors, be advantageously carried on by the Company.

(b) To carry on any other business which in the opinion of the Company may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property or further its objects or any of them.

(c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatsoever, moveable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.

(d) To apply for, register or by other means acquire any patent, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.

(e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situated on the property of the Company.

(f) To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as from time to time may be determined.

- (g) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint purse agreement with any other Company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof.
- (h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in the Company or any other consideration in any other Company or business which in the opinion of the Company may be carried on so as to directly or indirectly to benefit the Company.
- (i) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.
- (j) To lend money to customers, associates and others both corporate and incorporate and to guarantee the observance and performance of obligation and contracts by customers and others.
- (k) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.
- (l) To pay or remunerate any person, firm or Company for rendering services to the Company in the promotion of the Company or the placing and issue of shares, debentures, debenture stock or other securities of the Company.
- (m) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependants.
- (n) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.
- (o) To assist in the promotion of any Company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations or such Company.
- (p) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.
- (q) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.
- (r) To do all such other things as may be deemed incidental or conducive to the attainment of the above or any of them.

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £2,000 divided into 2,000 ordinary shares of £1 each.

We, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

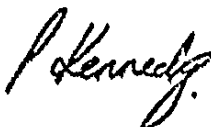
Names, Addresses and
Description of Subscribers

Number of Shares Taken by
Each Subscriber

Corporate Administration Services Limited
Harrington Chambers
26 North John Street
Liverpool L2 9RU

One

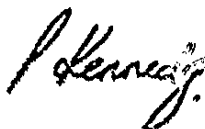
Authorised Signatory:



Corporate Administration Secretaries Limited
Harrington Chambers
26 North John Street
Liverpool L2 9RU

One

Authorised Signatory:



Number of Shares

Two

Dated this 12th day of April 1994

Witness to the above signature:

Jacqui Corris
Harrington Chambers
26 North John Street
Liverpool
L2 9RU

Secretary



The Companies Act 1985

COMPANY LIMITED BY SHARES

Articles of Association

OF

PHONEWATCH

LIMITED

PRELIMINARY

1. Subject as hereinafter provided the regulations contained in Table A in the Companies (Table A-F) Regulations 1985 (hereinafter referred to as Table A) shall apply to the Company.
2. Regulations 2, 3, 40, 64, 73-80 (inclusive), 94, 95, 96, and 99 of Table A aforesaid shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

CAPITAL

3. The initial share capital of the Company is £2,000 divided into 2,000 ordinary shares of £1.00 each.
4. The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine, subject in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulations 2 in Table A.
5. Subject to the provisions of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed.

TRANSFER OF SHARES

6. Any share may be transferred by a member to his or her spouse or lineal descendant and any share of a deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the Directors, in their absolute discretion and without assigning any reason therefore, may decline to register the transfer of any share whether or not it is a fully paid share. The first sentence of regulation 24 shall not apply to the Company.

DIRECTORS

7. The first Director or Directors of the Company shall be the person named in the statement delivered under Section 10 of the Act.

8. Unless and until otherwise determined by the Company in General Meeting the number of Directors (other than alternate directors) shall not be less than one. If at any time and from time to time there shall be only one Director (other than the alternate directors) of the Company such Director may act alone in exercising all the powers, discretion and authorities vested in the Directors, and regulation 89 in Table A shall be modified accordingly.

9. No persons 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 meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment stating the particulars that would, if he were so appointed, be required to be included in the Company's Register of Directors together with notice executed by that person of his willingness to be appointed.

10. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act as a Director either to fill a vacancy or as an additional Director.

11. 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 the Articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting but shall be eligible for re-appointment at such annual general meeting. If not so re-appointed he shall vacate office at the conclusion thereof.

12. A Director who has disclosed his interest in accordance with Regulations 85 and 86 of Table A and the provision of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such a Director shall be counted in the quorum at any meeting at which such contract or proposed contract or arrangement is being considered.

13. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director of such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

14. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director to act as Auditor for the Company.

15. The Company shall not be subject to section 293 of the Act, and accordingly any person may be appointed or elected as a Director whatever their age, and no Director shall be required to vacate their office of Directors by reason of their attaining the age of seventy years or any other age.

BORROWING POWERS

16. 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 subject to section 80 of the Act, 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.

SECRETARY

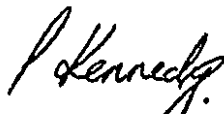
17. The first Secretary of the Company shall be the person named in the statement delivered under section 10 of the Act.

18. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. If at any time there shall be no Secretary or for any reason no Secretary is capable of acting, the Directors may appoint an assistant or deputy Secretary.

NAMES AND ADDRESSES OF SUBSCRIBERS

Corporate Administration Services Limited
Harrington Chambers
26 North John Street
Liverpool
L2 9RU

Authorised Signatory:



Corporate Administration Secretaries Limited
Harrington Chambers
26 North John Street
Liverpool
L2 9RU

Authorised Signatory:



Dated this 12th day of April 1994

Witness to the above

Jacqui Corris
Harrington Chambers
26 North John Street
Liverpool
L2 9RU

Secretary

