

16-11-95

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 3127463

The Registrar of Companies for England and Wales hereby certifies that
MICROGRAPHIC & IMAGING TECHNOLOGY 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 17th November 1995



N03127463D

E. P. Owen
MRS. E. P. OWEN

For the Registrar of Companies



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

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16-11-95

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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 black lettering

To the Registrar of Companies

For official use

For official use

Name of company

MICROGRAPHIC & IMAGING TECHNOLOGY LIMITED

*Insert full
name of Company

I, GEOFFREY ATKINSON, signing on behalf

of WHITE ROSE FORMATIONS LIMITED,

of SOVEREIGN HOUSE, 7 STATION ROAD,

KETTERING, NORTHANTS, NN16 7HH

delete as
appropriate

I 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 SS HEROLDING, KETTERING
NORTHANTS

Declarant to sign below

the 10th day of November

One thousand nine hundred and ninety five
before me, B. C. ROGER

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):

White Rose Formations
Sovereign House,
7 Station Road,
Kettering, Northants.
NN16 7HH

For official Use

New Companies Section

Post room

16-11-95

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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)

MICROGRAPHIC & IMAGING
TECHNOLOGY LIMITEDRegistered office of the company on
incorporation.

RO

82-84 HIGH STREET

STONY STRATFORD

Post town MILTON KEYNES

County / Region

Postcode MK 11 1AH

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

X

Name WHITE ROSE FORMATIONS LTD

RA

SOVEREIGN HOUSE

7 STATION ROAD

Post town KETTERING

County / Region NORTHAMPTONSHIRE

Postcode NN16 7HH

Number of continuation sheets attached ☐To whom should Companies House
direct any enquiries about the
information shown in this form?

WHITE ROSE FORMATIONS LTD

SOVEREIGN HOUSE, 7 STATION ROAD, KETTERING

NORTHAMPTONSHIRE

Postcode NN16 7HH

Telephone 0536 414088

Extension

16-11-95

Company Secretary (see notes 1-5)

Name *Style / Title

Forename

Surname

*Honours etc

Previous forename

Previous surname

Address

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

CS

WHITE ROSE FORMATIONS LIMITED

N/A

N/A

N/A

AD

SOVEREIGN HOUSE

7 STATION ROAD

Post town KETTERING

County / Region NORTHAMPTONSHIRE

Postcode NN16 7HH

Country ENGLAND

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

Consent signature

Signed

G. A. J. S. H.

(Secretary) Date

8 NOV 1995

Directors (see notes 1-5)

Please list directors in alphabetical order

Name *Style / Title

Forename

Surname

*Honours etc

Previous forename

Previous surname

Address

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

CD

IREWE

BROWN

AD

252 MAIN ROAD

DUSTON

Post town NORTHAMPTON

County / Region NORTHANTS

Postcode NN5 6PP

Country ENGLAND

Date of Birth

DD 11/11/59

Nationality

NA

BRITISH

Business occupation

OC

SALES DIRECTOR

Other directorships

OD

COVERHOLD LIMITED, 35 BERRY STREET

NORTHAMPTON NN1 4HL

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

*Voluntary details

Consent signature

Signed

I. Brown

Date

8/11/95

16-11-95

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

MICHAEL DAVID

BROWN

AD

252 MAIN ROAD

AUSTEN

Post town NORTHAMPTON

County/Region NORTHAMPTONS

Postcode NW5 6PP

Country ENGLAND

DO 301258

Nationality NA BRITISH

OC

DIRECTOR

OD

FAULKNER-FRERE THORNTON PARK FARM

THORNTON, BUCKS

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

Signed

M. H. BROWN

Date

9/11/95

and on behalf of
WHITE ROSE FORMATIONS LTD

G. A. G. G. G.

Secretary

Signature of agent on behalf of all subscribers

Date

- 8 NOV 1995

Delete if the form
is signed by the
subscribers.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

16-11-95

3127463

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

Memorandum of Association

-of-

MICROGRAPHIC & IMAGING TECHNOLOGY LIMITED

1. The name of the Company is "MICROGRAPHIC & IMAGING TECHNOLOGY LIMITED"
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (a) To carry on business as consultants, designers, producers, manufacturers, wholesalers, retailers, exporters, importers, agents for the purchase and sale of and general merchants, dealers, traders, marketers, suppliers and distributors, hirers and lessors of computer software and hardware and ancillary and allied equipment of every and any description, to carry on business as consultants and advisers into all aspects of the computer and allied industries; to carry on the business of manufacturers and dealers in computer hardware and software and peripheral equipment and continuous stationery of all kinds; to carry on the business of dealers in electronic, electrical and other machinery and office supplies, furniture, furnishings, and equipment of all kinds; and to enter into any contracts and other arrangements of all kinds with persons having dealings with the Company on such terms and for such periods of time as the Company may from time to time determine, on a commission or fee basis or otherwise; and to carry on any other trade or business, whatever, of a like and similar nature.

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(b) To buy, sell, import, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.

(c) To carry on any other business which may seem to the Board of Directors capable of being carried on conveniently in connection with or as ancillary to any business which the Company is authorised to carry on, or calculated directly or indirectly to benefit the Company, or to enhance the value or render profitable any of the Company's properties or rights.

(d) To apply for, purchase or otherwise acquire any patents, licences, concessions, privileges and like rights, conferring a non-exclusive or exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.

(e) To purchase, take on lease or in exchange, or hire or otherwise acquire any lands, houses, buildings, rights, machinery, plant, and any real or personal property or properties and chattels which the Board of Directors may think to be convenient or suitable for any purposes of the Company's business, and to purchase or otherwise acquire all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, and pay for any assets acquired by the Company in cash or shares, stock, debentures, debenture stock or obligations of the Company, whether fully paid or otherwise, or in any other manner.

(f) To sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property or rights of the Company, and to sell the undertaking of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for cash, shares, debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other company.

(g) To form, promote, subsidise and assist companies, syndicates and partnerships of all kinds which may be of assistance to the Company for any of the purposes of its business or which may have objects similar, wholly or in part to the objects of the Company, whether directly or indirectly, and to subscribe for, and take any shares, stock, debentures, debenture stock or other obligations of any other companies, syndicates and partnerships.

(h) To enter into partnership or into any arrangement for sharing profits, union of interests, reciprocal concessions, co-operation, or otherwise, with any person or company carrying on a business similar to or which may be conveniently carried on with any business of the Company.

(i) To borrow and raise money without restriction and to secure the same in such manner as may be expedient, and in particular by the issue of debenture or debenture stock, mortgages and charges, perpetual or otherwise, charged upon all or any of the Company's undertaking or property, both real and personal, present and future, including its uncalled capital; 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.

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

(k) To advance and lend money, with or without security, to such persons and upon such terms and subject to such conditions as may seem expedient.

(l) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company and to remunerate any person or company for services rendered in placing or assisting to place any of the shares in the capital of the Company or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.

(m) To amalgamate with any other company with objects all or any of which are similar to the objects of the Company in any matter whatsoever (whether or without a winding up of the Company).

(n) To distribute among the Members in specie any property of the Company or any proceeds of sale, disposal, or realisation 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.

(o) To receive money on deposit or loan and to give credit to or guarantee, or become security for the performance of any contract by any person, company or association and to grant instalment, hire-purchase and leasing facilities upon such terms as may seem desirable in the interests of the Company.

(p) To support or subscribe to 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 dependants, 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 promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which seem likely to assist or benefit the Company and to underwrite, subscribe for or otherwise acquire all or part of the shares of any such company as aforesaid.

(r) To invest and deal with any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.

(s) To procure the Company to be registered or recognised in any country or place abroad.

(t) To erect, construct, alter and maintain any plant, machinery, buildings or other structures which may be convenient for the business of the Company.

(u) To remunerate the Directors and employees of the Company and any other persons, companies or firms rendering services to the Company in such manner as may be thought expedient.

(v) To enter into any arrangement with any Government or other authority and to obtain from any such body all rights, concessions and privileges which may seem conducive to any of the Company's business.

(w) To carry out all or any of the objects of the Company in any part of the world either alone as principals or as agents, trustees, contractors, sub-contractors or in partnership or conjunction with any other person, firm, association, company or other body, or through agents or trustees, or by means of any subsidiary or auxiliary company or otherwise.

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

It is hereby declared that the word 'Company' in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed. It is also expressly declared that each Sub-clause shall be construed independently of the other Sub-clauses hereof, and that none of the objects mentioned in any Sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-clause.

4. The liability of the Members is limited.

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5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferential or special rights, privileges or conditions in accordance with the regulations of the Company.


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 DESCRIPTIONS OF SUBSCRIBERS

Number of
Shares
(in words)
taken by each
Subscriber


WRJ International Ltd.
Sovereign House
7, Station Road
Kettering, Northants NN15 7HH

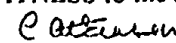
One


White Rose Formations Ltd.
Sovereign House
7, Station Road
Kettering, Northants NN15 7HH

One

DATED this 9th day of November 1995

WITNESS to the above Signatures:


Christine Atkinson
2, Broadway
Kettering, Northants

Secretary

16-11-95

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

Articles of Association

-of-

MICROGRAPHIC & IMAGING TECHNOLOGY 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) (Amendments) Regulations 1985 (SI 1985 No 10502) (such table being here after called "Table A") shall apply to the Company save for Regulations 24, 61, 64 and 94 which shall not so apply and save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

SHARES

2. The Company is a private company limited by shares and, accordingly,
- (a) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company, and
 - (b) 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 those shares or debentures being offered for sale to the public are prohibited.
3. The directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit, subject to the provisions of Articles 2 and 4 hereof and provided that no shares shall be issued at a discount.
4. Subject to any direction which may be given by a General Meeting all shares forming part of the original capital of the Company and for the time being unissued and all new shares shall, before issue be offered to members of the Company in proportion, as nearly as possible, to the number of shares held by them. The offer shall be made by notice specifying the number of shares offered and limiting the time within which the offer, if not accepted, will be deemed to be declined, and after the

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expiration of that time, or on receipt of an intimation from the person to whom the offer is made, that he declines the shares comprised in such offer, the Directors may dispose of those shares (subject to the other regulations of the Company) in such manner as they think proper. The Directors may likewise dispose of any such original or new shares as aforesaid which by reason of any difficulty in apportioning the same cannot be conveniently offered in accordance with the foregoing provisions. The provisions of sections 89 and 90 of the Companies Act 1985 shall have effect only insofar as they are not inconsistent with this Article.

LIEN

5. The lien conferred by clause 8 of Table A shall attach to all shares, whether fully paid or not, and to all shares registered in the name of any person indebted within the meaning of that Clause whether he be the sole holder or one of two or more joint holders thereof.

TRANSFERS OF SHARES

6. Save in the circumstances set out in the next succeeding Article the directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

7. Subject as hereinafter provided

(a) any share may be transferred to a person who is already a member of the Company.

(b) any share may be transferred by a member of the Company to any child or remoter issue, parent, brother, sister, or spouse of that member, and any share of a deceased member may be transferred by his personal representatives to any child or remoter issue, parent, brother, sister, widow, or widower of such deceased member and shares standing in the name of a deceased member or his personal representatives may be transferred to the trustees of his will; and

(c) any share standing in the names of the trustees of the will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such will or settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

Provided always that nothing hereinbefore in this Article contained shall prevent the directors from declining to register a transfer of a share (i) on which the Company has a lien or (ii) to any infant, bankrupt or person of unsound mind.

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SINGLE-MEMBER COMPANY

8. If, and for so long as, the company has only one member, the following provisions shall apply:

- (a) One person entitled to vote upon the business to be transacted, being the sole member of the company or a proxy for that member or (if such member is a corporation) a duly authorised representative of such member, shall be a quorum and regulation 40 of Table A shall be modified accordingly. Regulation 41 of Table A shall not apply to the company.
- (b) The sole member of the company (or the proxy or authorised representative of the sole member representing that member at the relative general meeting) shall be the chairman of any general meeting of the company and regulation 42 of Table A shall be modified accordingly.
- (c) A proxy for the sole member of the company may vote on a show of hands and regulation 54 of Table A shall be modified accordingly.
- (d) All other provisions of these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company which has only one member.

BORROWING POWERS

9. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DIRECTORS

10. Any person may be appointed or elected as a Director, whatever his age, and no Director shall be obliged to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

11. A Director may vote in respect of any contract or arrangement in which he is interested, and Clause 94 of Table A shall not apply to the Company.

12. Unless and until the Company in general meeting shall otherwise determine, the number of directors shall be not less than one nor more than seven. If and so long as there is a sole director, such director may act alone in exercising all the powers and authorities vested in the directors. A director shall not require any share.

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FIRST DIRECTORS AND SECRETARY

13. The first Secretary shall be White Rose Formations Ltd.
The first Director(s) shall be Irene Brown and Michael David Brown

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS



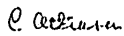
WRF International Ltd.
Sovereign House
7, Station Road
Kettering, Northants NN15 7HII



White Rose Formations Ltd.
Sovereign House
7, Station Road
Kettering, Northants NN15 7HII

DATED this 9th day of November 1995

WITNESS to the above Signatures:-



Christine Atkinson
2, Broadway
Kettering, Northants

Clerk