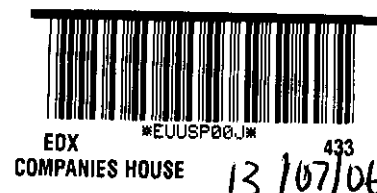


3577066

THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF



LINDEN HOUSE SOFTWARE LIMITED

(amended by a written resolution passed on
the 28th day of June 2006)

Preliminary

1. Subject as hereinafter provided, the regulations contained in Table A in the Companies (Tables 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, 99 and 101 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.
3. In these Articles the expression 'the Act' means the Companies Act 1985, but so that any reference in these Articles to any provision 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.

Capital

4. The share capital of the Company is £500,000 divided into 250,000 'A' shares of £1.00 each and 250,000 'B' shares of £1.00 each.
5. The shares of the Company, whether forming part of the original capital or by any increased capital maybe allotted, have options granted over them or maybe 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 Regulation 2 in Table A.
6. The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated and at any time or times during the period of five years from the

day of 2006 and the Directors may, after that period, allot any shares or grant such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by ordinary resolution.

7. In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

'A' Shares

- 8 'A' shares shall be classed as the ordinary shares of the Company with full voting rights.

'B' Shares

- 9.1 The 'B' shares shall not entitle the holders to receive notice of or to attend or vote at any general meeting of the Company unless the business of the meeting includes consideration of a resolution directly or adversely affecting any of the special rights attached to 'B' shares under these Articles in which case the holder of 'B' shares may vote in respect of such resolution.
- 9.2 The 'B' Shares shall carry with them the right to participate in the profits and assets of the Company.
- 9.3 On a winding up of the Company 'B' shares shall carry with them the right to participate in the division of any surplus assets available for shareholders.

Transfer of Shares

10. The Directors in their absolute discretion and without assigning any reason therefor 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

11. 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 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.

12. Subject as aforesaid, 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.
13. 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.
14. A Director who has disclosed his interest in accordance with regulations 85 and 86 of Table A and the provisions 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 director shall be counted in the quorum at any meeting at which such contract or proposed contract or arrangement is being considered.
15. 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 for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.
16. Any Director may act himself or by way of 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.
17. 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 his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained to age of seventy years or any other age.

Borrowing Powers

18. 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 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

19. 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 capable of acting, the Directors may appoint an assistant or deputy Secretary.

Indemnity

- 20.1 Every Director or other officer or Auditor/Accountant of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under Section 144 or 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not affected by Section 310 of the Act.
- 20.2 The Directors shall have power to purchase and maintain for any Director, officer or Auditor/Accountant of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.
21. Regulation 180 in Table A shall not apply to the Company.