

No: 3616858

The Companies Act 1985 and 1989

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

XCHANGING LIMITED

(Reprinted as in force 27 December 2000)



FOX WILLIAMS

City Gate House, 39-45 Finsbury Square, London EC2A 1UU

Tel: 0171-628 2000 Fax: 0171-628 2100

E-mail: mail@foxwilliams.com

Web: www.foxwilliams.com

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The Companies Act 1985 and 1989

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

XCHANGING LIMITED

1. The Company's name is "XCHANGING LIMITED".**
2. The Company's registered office is to be situated in England and Wales.
3. *The Company's objects are to carry on business as a general commercial company and without prejudice to the generality of the object and the power of the company derived from section 3A of the Companies Act 1985, the company has power to do all or any of the following things:
 - 3.1 *to carry on all or any of the businesses of providing management, administrative or financial services of every description to other companies, firms and persons; to carry on all or any of the businesses of marketing, business and management consultants; to act as general business consultants and experts and advisers in business, office, information technology and other systems and cost analysis, efficiency techniques, marketing and sales promotion; advising on planning, developing or deploying business strategies, systems or methodologies, developing software or network systems, advising or implementing or developing systems for integration and enterprise resource planning, business transformation management, strategy formulation, planning, research, modelling and business architecture development, maintaining and upgrading software applications for information technology systems or deployment and management of services through outsourcing to other companies, firms and persons; to participate in, undertake, perform and carry on all types of commercial, industrial, trading and financial operations and enterprises and all kinds of agency business; to act as a service company and provide managerial, accounting, information technology, administrative, secretarial and other services, staff equipment, publications, transport and all services as may be required for the running of any office or business or for the conduct of any profession, trade, industry or commercial enterprise.
 - 3.2 to act as the holding and co-ordinating company of the group of companies for which the Company is for the time being the holding Company; to subscribe for, take, purchase or otherwise acquire and hold shares, debentures, or other securities or rights issued or

* Clauses 3 and 3.1 of the Company's memorandum of association were amended and inserted respectively by special resolution passed on 7 December 2000.

**Name changed by special resolution from Infrex Limited on 27 December 2000.

guaranteed by any company constituted or carrying on business or proposing to carry on business in any part of the world, and funds, loans, or other securities or rights of or issued or guaranteed by any government, state or dominion, public body or authority (whether supreme, municipal, local or otherwise) in any part of the world;

- 3.3 to export, import, buy, sell, manufacture, make, refine, convert, prepare for market and deal, either wholesale or retail, in goods, products, substances, materials, plant, machinery, instruments, apparatus and things of all kinds and descriptions, and to plan, provide and procure all services and facilities capable of being used in any business of the Company or required by any customers of or persons having dealings with the Company or which may seem capable of being usefully or profitably dealt with in connection with any such business;
- 3.4 to carry on business as a confirming house, and to have all the powers and perform all or any of the functions and duties of such a body including but not limited to acting as agents for any other companies or persons who work or reside in any part of the world, paying for any goods, products, substances, material, plant, machinery, instruments, apparatus and things of every description on behalf of such overseas companies or persons, and arranging the carrying and sending of such things to any part of the world by all means of transport by land, sea, inland waterway and air;
- 3.5 to carry on in any part of the world any other business, whether financial, commercial, industrial or otherwise, which may seem to the Company capable of being conveniently carried on in connection with any business which the Company is authorised to carry on or calculated directly or indirectly to further or facilitate the objects of the Company or to enhance the value of or render more profitable any of the Company's property, rights or interests;
- 3.6 to carry on business as bankers, capitalists, financiers, industrialists and merchants;
- 3.7 to carry on business as carriers by land, sea or air and as wharfingers, lightermen, warehousemen, builders, charterers and owners of land, sea and air transport of all kinds, and as transport agents and forwarders of goods;
- 3.8 to purchase, lease or otherwise acquire, construct, equip, maintain, improve, manage or control, or aid in or subscribe towards the promotion, construction, equipment, maintenance, improvement, working, management or control of works, undertakings and operations of all kinds, both public and private;
- 3.9 to build, construct, maintain, alter, enlarge, pull down, remove and replace any buildings, walls, wharves, roads, railways, machinery, engines, fences, banks, dams, sluices or watercourses, or carry out any other works;
- 3.10 to acquire, hold, improve, manage, cultivate, develop, grant rights and privileges in respect of, dispose of and deal with any real or personal property, rights or interests;
- 3.11 to acquire and undertake the whole or any part of the business, goodwill and assets of any person or company and to undertake all or any of the liabilities of such person or company, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or (to the extent lawful) for limiting competition, or for mutual assistance, with any such person or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or other securities or rights so received;
- 3.12 to make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire and protect, prolong, renew, experiment upon, test, improve in any part of the world any inventions, patents, patent rights, brevets d'invention, trade marks, trade or brand names, designs, copyrights, licences, concessions, protections or similar rights which may appear likely to be advantageous or useful to the Company, and to

- use and manufacture under or grant licences or privileges in respect of the same, and to expend money on them;
- 3.13 to invest and deal with the moneys of the Company in such manner as may from time to time be determined;
- 3.14 to lend and advance money or give credit (whether with or without security);
- 3.15 to receive money on deposit or loan, and to borrow or raise money in any manner whatsoever and in particular by the issue of debentures (perpetual or otherwise) or other securities or rights, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also (whether or not for any consideration) by a mortgage, charge or lien to secure the performance by the Company of any obligation or liability it may undertake;
- 3.16 to guarantee the performance and to give indemnities in respect of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any shares, debentures or other securities or rights or of any borrowings or indebtedness of any person or company, including (without limitation) any company which is for the time being the Company's parent undertaking or another subsidiary undertaking of the Company's parent undertaking or otherwise associated with the Company in business, and to secure such guarantees and indemnities in any manner whatsoever including (but without limitation) by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company;
- 3.17 to vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company and with or without any consideration or any trust in favour of the Company;
- 3.18 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments;
- 3.19 to apply for, promote and obtain any legislation, charters, privileges, concessions, licences or authorisations of any government or authority (whether supreme, municipal, local or otherwise) and any provisional order or licence and to oppose any legislation, action, steps, proceedings or applications;
- 3.20 to enter into any arrangements with any governments or authorities (whether supreme, municipal, local or otherwise) or any companies or persons, and to obtain from any such government, authority, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions;
- 3.21 to remunerate any person or company whether by cash payment or (subject to the provisions of section 99 of the Companies Act 1985) by the allotment to him or them of or the grant of options over shares, debentures or other securities or rights of the Company credited as paid up in full or in part or otherwise;
- 3.22 to pay out of the funds of the Company all expenses which the Company may lawfully pay of or incidental to the formation and registration of or the raising of money for the Company or the issue of its share or loan capital, or the application to any Stock Exchange for listing for any or all of its share or loan capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities or rights of the Company;
- 3.23 to establish, maintain, participate in or contribute to or procure the establishment and maintenance of, participation in or contribution to any pension, superannuation, benevolent or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the

benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, benefits and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary undertaking of the Company or is allied to or associated with the Company or with any such subsidiary undertaking, or who may be or have been directors or officers of the Company, or of any such other company as aforesaid, and the families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs, trusts or funds and to make payments for or towards the insurance of any such persons as aforesaid, and to establish and contribute to any employees' share scheme (whether or not an employee's share scheme as defined by section 743 of the Companies Act 1985) or any other scheme for the purchase by trustees of shares in the Company or its holding company to be held for the benefit of all or any of such individuals as aforesaid, and (subject to the provisions of section 151 of the Companies Act 1985 as amended and in force for the time being) to lend money to employees or former employees of the Company, any parent undertaking of the Company or any subsidiary undertaking of the Company or any such parent undertaking or any other company of which the Company holds shares or the families and dependants of any such employees or former employees to enable them to purchase shares in the Company or its holding company, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, or for any other purpose whatever;

- 3.24 to procure the Company to be registered or recognised in any dominion, colony or dependency and in any foreign country or place;
- 3.25 to promote any other company or undertaking for the purpose of acquiring all or any of the property or assuming all or any of the liabilities of the Company, or of undertaking any business, activity or operations 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 or rights of any such company or undertaking;
- 3.26 to sell, lease, mortgage, grant options over, dispose of or otherwise deal with the whole or any part of the undertaking, property or assets of the Company or any interest in it including but not limited to shares, whether fully or partly paid-up, debentures or other securities or rights of any other company, undertaking, government or authority (whether supreme, municipal, local or otherwise);
- 3.27 to distribute among the members of the Company in kind any property of the Company (whether by way of dividend or otherwise) including but not limited to any shares, debentures or other securities or rights of other companies, governments or authorities (whether supreme, municipal, local or otherwise) belonging to the Company or of which the Company may have the power of disposing;
- 3.28 to do all or any of the above things and such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them in any part of the world, either itself or through the medium of any subsidiary or associated companies or otherwise, and whether as principals, agents, trustees, contractors or otherwise, or whether by or through agents, trustees, sub-contractors or otherwise, and either alone or in conjunction with others; and
- 3.29 in this clause 3:
 - 3.29.1 the words "parent undertaking" and "subsidiary undertaking" shall bear the meanings given to them in the Companies Act 1985;
 - 3.29.2 the word "company" except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere;
 - 3.29.3 the objects specified in each of the sub-clauses are independent objects and accordingly shall in no way be limited or restricted (except where otherwise

expressed in such clauses) by reference to or inference from the terms of any other clause, the order in which the same occur 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 sub-clauses defined the objects of a separate and distinct company.

3.29.4 unless the context otherwise requires, references in this memorandum to statutory provisions shall be construed as referring to those provisions as amended or re-enacted and from time to time in force.

4. The liability of the members is limited.

5. *The Company's share capital is £100, divided into 100 shares of £1 each.

I, the subscriber to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum; and agree to take the number of shares shown opposite my name.

Name	Address	Number of Shares Taken
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Hexagon Directors Limited		
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City Gate House		
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39-45 Finsbury Square		
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London EC2A 1UU		One
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Total shares taken:		One
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Dated:

Witness to the above signature:

* By ordinary resolution passed on 11 February 1999 the capital of the Company was increased from £100 to £35,000,000 by the creation of a further 34,999,900 ordinary shares of £1 each ranking pari passu in all respects with the existing 100 ordinary shares.