

FILE COPY



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

Company No. 3711619

The Registrar of Companies for England and Wales hereby certifies that
ATOM CONSULTING 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 11th February 1999



N03711619F



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC007B



Please complete in typescript,
or in bold black capitals.

12

Declaration on application for registration

Company Name in full



F012001J

† Please delete as appropriate.

I,
of

ATOM CONSULTING LIMITED

ELIZABETH LOWRY

32 BATH ROAD, HOUNSLOW TW3 3EF

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 of the Companies Act 1985]† and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835.

Declarant's signature

Declared at

Hounslow, middlesex

the

2

day of

February

One thousand nine hundred and ninety

nine

● Please print name.

before me ●

S. J. WATKIN (Solicitor)

Signed

Date

2/2/99

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

CHARLES STUART	
COMPANY FORMATIONS	
32-36 Bath Road, Hounslow	
Middlesex TW3 3EF	
Telephone: 0181-570 2213	
DX number	DX exchange



Form revised March 1995

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh



COMPANIES HOUSE

Please complete in typescript,
or in bold black capitals.

Notes on completion appear on final page

10

**First directors and secretary and intended situation of
registered office**

Company Name in full

ATOM CONSULTING LIMITED



F010001H

Proposed Registered Office

(PO Box numbers only, are not acceptable)

32-36 BATH ROAD

Post town

HOUNSLOW

County / Region

MIDDLESEX

Postcode

TW3 3EF

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

☐

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

CHARLES STUART	
COMPANY FORMATIONS	
32-36 Bath Road, Hounslow	
Middlesex TW3 3EF	
DX number	Telephone: 0181-570 2213
DX exchange	



A22 *A11MJDLW* 623
COMPANIES HOUSE 05/02/99

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Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

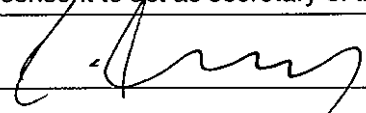
or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland


DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name		ATOM CONSULTING LIMITED	
NAME	*Style / Title	MRS	*Honours etc
Forename(s)		ELIZABETH	
Surname		LOWRY	
Previous forename(s)			
Previous surname(s)			
Address		32 BATH ROAD	
Usual residential address For a corporation, give the registered or principal office address.			
Post town		HOUSLOW	
County / Region	MIDDLESEX	Postcode	TW3 3EP
Country			
I consent to act as secretary of the company named on page 1			
Consent signature			Date 2-2-99

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME		*Style / Title	MRS	*Honours etc
Forename(s)		MARY LOIS		
Surname		MORRIS		
Previous forename(s)				
Previous surname(s)				
Address		34 BATH ROAD		
Usual residential address For a corporation, give the registered or principal office address.				
Post town		HOUSLOW		
County / Region	MIDDLESEX	Postcode	TW3 3EP	
Country				
Date of birth		Day 21	Month 10	Year 46
Nationality		BRITISH		
Business occupation		PERSONAL ASSISTANT		
Other directorships		NO		
I consent to act as director of the company named on page 1				
Consent signature				Date 2-2-99

Directors (continued) (see notes 1-5)

NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>
<small>* Voluntary details</small>	Forename(s)	<input type="text"/>		
	Surname	<input type="text"/>		
	Previous forename(s)	<input type="text"/>		
	Previous surname(s)	<input type="text"/>		
Address	<input type="text"/>			
Usual residential address	<input type="text"/>			
<small>For a corporation, give the registered or principal office address.</small>	Post town	<input type="text"/>		
	County / Region	<input type="text"/>	Postcode	<input type="text"/>
	Country	<input type="text"/>		
	Date of birth	<input type="text"/>	<input type="text"/>	<input type="text"/>
		Day	Month	Year
	Nationality	<input type="text"/>		
	Business occupation	<input type="text"/>		
	Other directorships	<input type="text"/>		
	<input type="text"/>			
	I consent to act as director of the company named on page 1			
Consent signature	<input type="text"/>	Date	<input type="text"/>	

This section must be signed by

Either

an agent on behalf of all subscribers

Signed

Date

Or the subscribers

(i.e those who signed as members on the memorandum of association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:
 - dormant,
 - a parent company which wholly owned the company making the return,
 - a wholly owned subsidiary of the company making the return, or
 - another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

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3711619

THE COMPANIES ACT 1985 TO 1989

**PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION**

OF

ATOM CONSULTING LIMITED



902150


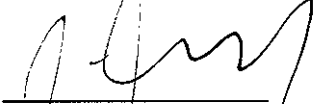
1. The Company's name is Atom Consulting Limited
2. The registered office of the Company is to be situated in England and Wales.
3. The objects for which the Company is established are to carry on any trade or business whatsoever and any lawful purpose pursuant to the Companies Act 1985 (hereinafter called "the Act") as amended, extended or applied by or under any other enactment or as re-enacted, and without prejudice thereto but in furtherance thereof:
 - 3.1 to carry on all or any of the businesses of accountants, auditors, taxation advisors and management consultants, general merchants and traders, cash and credit traders, importers, exporters, designers, manufacturers, agents and representatives, buyers, sellers, distributors, factors, wholesalers, retailers, shippers of and dealers in produce, products, goods, wares and merchandise and electronic, engineering, military, electric, communications, desalination, glass, domestic, mining, industrial and agricultural equipment and items and accessories and spare parts of every description, franchise operators; to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises, consultants, market research specialists, experts and advisers in aircraft, robotics, computers, electronic and engineering equipment of every kind, business office energy and other systems and costs analysis, efficiency techniques, marketing and sales promotion, management, commercial, social and other undertakings and pension, insurance, finance, technical, economic and financial matters; to carry on the business of farming and of traders and dealers in and breeders of animals and to create, establish and maintain an organisation for the purchase, sale, vending, distribution, advertising or introduction of products, merchandise, goods, wares and commodities of every description; to carry on all or any of the businesses of brokers and dealers of every description and haulage and transport contractors, removers, general storekeepers and warehousemen, discount and credit traders, mail order specialists, railway, shipping, forwarding agents and printers and publishers; to carry on the businesses of builders and estate agents and to acquire by purchase, lease, exchange or otherwise for development, investment, letting, or resale and to traffic in land and buildings and other property of any tenure or any interest therein; to carry on the business of travel agents, and to organise, arrange and facilitate travelling, whether by air, rail, sea, road or otherwise, and to provide passengers, travellers and tourists with hotel and other services and conveniences of all kinds; and to purchase or otherwise acquire and take over any businesses or undertakings as and when may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings in any part of the world as may be thought desirable; and to act as merchants generally;
 - 3.2 to carry on business as a general commercial company and any other trade or business whatsoever which can in the opinion of the members or directors of the Company be conveniently or advantageously or profitably carried on in connection with or ancillary to any of the businesses of the Company or calculated directed or indirectly to enhance the value or render more profitable any of the Company's assets;

- 3.3 to assume the obligations or any of them arising from the formation of the Company and in particular but without limit to pay all costs, charges and expenses incurred or sustained in or about the promotion or establishment of the company or which the directors may consider to be in the nature or preliminary expenses, appoint and remunerate any directors, accountants, consultants, experts or agents, employ experts, consultants and valuers to investigate and examine the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- 3.4 to undertake or acquire all or any part of the business, assets and liabilities of or any share in any company, partnership or person carrying on or proposing to carry on all or any of the objects for the time being of the Company, or to amalgamate, enter into partnership, share profits, co-operate, or engage in mutual assistance with any such company, partnership or person or for subsidising or otherwise assisting any such company, partnership or person, and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage, charge and deal with any shares, debentures, debenture stock or securities however received, and to conduct and carry on, liquidate or wind up any such business, pay for any property or rights acquired by the company either in cash or by the issue of fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- 3.5 to apply for, subscribe, take, purchase or otherwise acquire, hold and deal with shares, debentures, options or other interests in or securities of any other company so as to benefit directly or indirectly the company or enhance the value of its property, and to co-ordinate, finance, manage, supervise or control the business and operations of any company in which the company may hold such interest;
- 3.6 to acquire and take options over and deal with any property whatsoever, including but without limit any shares in the capital of the company, and any rights or privileges of any kind over or in respect of any property, and without limit to purchase, take on lease, exchange, hire, or otherwise acquire any estate or interest in any real or personal property, and to deal with the same or any part thereof;
- 3.7 to promote any other business for the purpose of acquiring the whole or any part of the business, property, undertaking or liabilities of the company or of any business, property, undertaking or liabilities which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the company, and to subscribe for, purchase or otherwise acquire or place of guarantee the placing of or underwrite all or any part of the shares debentures or securities of any such company as aforesaid, enter into arrangements for joint working in business or amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of the Company or which is capable of being carried on so as directly or indirectly to benefit the Company.
- 3.8 to sell, let, exchange, dispose of, turn to account, grant licences, options, rights or privileges in respect of, mortgage, charge or otherwise deal with all or any part of the business or property of whatever nature of the Company, and to deal in any manner as aforesaid with the same or any part thereof either together or in portions for such consideration whether shares, debentures, options, cash or real or personal property of any other nature without limit as the members of the directors of the company may think fit;

- 3.9 to erect, build, manufacture, improve, manage, construct, repair, maintain, alter or develop any real or personal property;
- 3.10 to invest and deal with any moneys in any manner, and to hold, alter, dispose of or otherwise without limit deal with any investments so made, subscribe to or otherwise aid the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.
- 3.11 to receive money on deposit or loan, and to borrow or raise money or credit as may seem expedient without limit and whether with or without any security or guarantee therefor, and to issue any debentures or debenture stock whether perpetual, irredeemable or otherwise;
- 3.12 to issue or grant any mortgage, charge, standard security, lien or other security upon all or any part of the property or assets whether present or future and including but without limit the uncalled capital of the Company, and also by any such means to secure and guarantee the performance by the Company, any holding, subsidiary or associated company of the Company, or any other person, firm or company of any obligation undertaken by the company or any of them as the case may be, and to stand security or guarantor for or otherwise support any obligation of any other person, firm or company whether by personal covenant, mortgage, charge, standard security or lien upon the whole or any part of the undertaking, property and assets of the Company whether present or future including but without limit its uncalled capital;
- 3.13 to advance or lend money or give any credit to any person, firm or company as the directors or members may think fit, and to give financial assistance as statutory permitted for the acquisition or redemption of any shares, debentures, option rights or other security of the Company; purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of the Company against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and or discharge of their duties and or in the exercise of their powers and or otherwise in relation to their duties, powers or offices in relation to the Company, and to such extent as may be permitted by law or otherwise to indemnify or to exempt any such person against or from any such liability.
- 3.14 to draw, issue, accept, endorse, discount, negotiate, make or deal with as may seem expedient cheques, bills of exchange or lading, promissory notes, warrants, coupons, debentures, and other negotiable or transferable notes or instruments, do all or any of the things here in before authorised, either alone or in conjunction with others, or as factors, trustees or agents for others, or by or through factors, trustees or agents.
- 3.15 to seek any permission, order, privilege, charter, concession, decree, right, or licence from any government department, national, local, or other statutory authority or official body in any part of the world where the Company does or may do business or other official sanctions for enabling the Company to pursue any of its objects for the time being or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and comply with the same, and to oppose or defend any proceedings or application which may seem directly or indirectly to advance or prejudice the Company's interests as the case may be;

- 3.16 to seek in any part of the world and deal with, grant or obtain licences in respect of, manufacture under, operate, test, improve, or experiment on any invention, discovery, copyright, patent, brevet d'invention, licence, secret process, trade mark, service mark, design, registration, protection and concession as may seem expedient or beneficial and to register, re-register, disclaim, alter, modify, use, and turn to account the same on any of them;
- 3.17 to act as principal, nominee, agent (whether disclosed or undisclosed), broker, trustee, factor, contractor or sub contractor in any part of the world;
- 3.18 to pay, reward or remunerate anyone supplying goods or services to the Company by cash, goods, services or any securities of the Company; subject to, and always in compliance with, the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.
- 3.19 to give to any charitable, benevolent or public cause or object which may be for the benefit of the Company or any holding, subsidiary or associated company of the Company or any directors or employees thereof, and to provide or pay towards any pension, annuity, gratuity, insurance, superannuating or other allowance or benefit, and generally to provide advantages, facilities and services for any persons who are or have been directors of, employed by, or serving the Company or any holding, subsidiary or associated company of the Company or any predecessor thereof and to the members of the family, dependants, personal representatives or nominated beneficiaries or any such persons, and to set up, establish, maintain, provide, contribute towards and lend in favour of any incentive, profit-sharing, option, or savings related scheme for the benefit of the employees of the Company or any holding, subsidiary or associated company as aforesaid;
- 3.20 to distribute among the members of the Company in specie or otherwise any property of the Company of whatever nature, including both without limit the shares, debentures or other securities of any other company taking over the whole or any part of the undertaking, assets or liabilities of the Company, and to purchase or assist the purchase of or redeem the shares for the time being (including any redeemable shares) or reduce the capital of the Company in any manner permitted under part V of the Act;
- 3.21 to carry on any of the objects for the time being of the Company in any part of the world as principal or by or through agents, trustees, brokers, sub-contractors or otherwise and either alone or with any other person, firm or company;
- 3.22 to do all things specified for the time being in the articles of association of the Company. The objects in each preceding sub-clause shall not be in any way limited or restricted by reference to or inference from the terms of any other sub-clause herein except as may be expressly stated, or by the name, place or date of incorporation of the Company. Each sub-clause, object and power herein shall be a main object of the Company and not ancillary or subsidiary to any other sub-clause, object or power herein. The company shall have as full a power to exercise all or any of the objects and powers in each sub-clause herein as if each sub-clause contained the objects or a separate company. Reference to any company herein shall be deemed to include any body whether incorporated or not and wherever in any part of the world set up, established or registered.
- 4. The liability of the members is limited.

5. The share capital of the Company is £1,000 divided into 1,000 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 below against our respective names.

Names and address of subscribers	Number of shares taken by each subscriber
1. Mrs. Mary Lois Morris 32-36 Bath Road Hounslow Middlesex TW3 3EF	One Ordinary Share 
2. Mrs. Elizabeth Lowry 32-36 Bath Road Hounslow Middlesex TW3 3EF	One Ordinary Share 
Total Shares taken	Two Ordinary Shares

DATED this 2nd day of February 1999

Witness to the above signatures:



Mr. Manish Shah
32 Bath Road
Hounslow
Middlesex TW3 3EF

THE COMPANIES ACT 1985 TO 1989**PRIVATE COMPANY LIMITED BY SHARES
(AS AMENDED BY THE COMPANIES ACT 1989)****ARTICLES OF ASSOCIATION****OF****ATOM CONSULTING LIMITED****1. PRELIMINARY**

- (a) Subject as hereinafter provided the Regulations incorporated in Table A as set out in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended and hereinafter called "Table A" shall apply to the Company.
- (b) The Articles hereinafter contained, together with the Regulations incorporated in Table A subject to their exclusion or modification hereinafter expressed, shall constitute the Regulations of the Company.

2. INTERPRETATION

In Regulation 1 of Table A there shall be inserted before the words "office" and "Secretary" the word "the" and between the words "regulations" and "the Act" the words "and in any regulations adopting in whole or in part the same".

3. ALLOTMENT OF SHARES

- (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- (b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, is not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (b) shall have effect subject to Section 80 of the Act.
- (c) 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.

- (d) 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 at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any 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 of the Company in General Meeting.

4. SHARES

Subject to Chapter VII of Part V of the Act, and to the Regulations of the Company, the Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.

Subject to Chapter VII of Part V of the Act, any shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, at the option of the Company or the shareholder, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine, and whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise. Regulation 3 of Table A shall be modified accordingly.

Subject to Chapter VI of Part V of the Act, the Company may give financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the Company or its holding company.

The lien conferred by Clause 8 in Table (A) shall attach also to fully paid-up shares and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table (A) shall be modified accordingly.

5. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

6. TRANSFER OF SHARES

- (a) No share or beneficial ownership of a share shall be transferred nor shall the Company purchase any of its own shares pursuant to Regulation 4 unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.
- (b) Any member proposing to transfer any share or beneficial ownership of a share (hereinafter called "the vendor") shall give notice in writing (hereinafter called "the transfer notice") to the company of such proposal. The transfer notice shall specify the sum which in the vendor's opinion constitutes the fair price of each share specified therein, and shall constitute the Company the vendor's agent for the sale of such share or shares (hereinafter called "the said shares") in one or more lots at the discretion of the Directors to the Members (other than the vendor), at that price save that if the Directors do not accept that the sum specified by the vendor constitutes the fair price of the said shares they shall instruct the Auditors of the Company (who shall act as experts and not as arbitrators so that any provision of law or statute relating to arbitration shall not apply) to certify by certificate in writing (hereinafter called "the

certificate of value”) the value in their opinion of the said shares as between a willing seller and a willing buyer, and in such case the transfer notice shall nevertheless constitute the Company the vendor’s agent for the sale of the said shares but at the price certified in the certificate of value.

- (c) If the Auditors are instructed to certify the fair value as aforesaid the Company shall, as soon as it received the certificate of value, furnish a copy thereof to the vendor. The cost of obtaining the certificate of value shall be borne by the Company.
- (d) Upon the price being fixed as aforesaid (whether by reference to the vendor’s opinion of the fair price or by reference to the certificate of value) the Company shall forthwith by notice in writing (hereinafter called “the offer notice”) inform each Member (other than the vendor) of the number and price of the said shares and shall invite each such Member to apply in writing to the Company within 21 days of the date of despatch of the offer notice (which date shall be specified therein) for such maximum number of the said shares (being all or any thereof) as he shall specify in such application.
- (e) If such Members shall within the said period of 21 days apply for all or (save as otherwise provided in the transfer notice) any of the said shares, the Directors shall allocate the said shares (or so many of them as shall be applied for) to or amongst the applicant Members in proportion as nearly as may be to the number of shares in the Company of which they are registered or unconditionally entitled to be registered as holders provided that no applicant Member shall be obliged to take more than the maximum number of shares specified by him as aforesaid. If any shares shall not be capable without sub-division of being allocated to the members in proportion to their existing holdings, the same shall be allocated to the applicant Members, or some of them, in such proportions or in such manner as may be determined by lots drawn in regard thereto and the lots shall be drawn in such manner as the Directors think fit.
- (f) The Company shall forthwith give notice of such allocations (hereinafter called “the allocation notice”) to the vendor and to the Members to whom the said shares have been allocated and shall specify in the allocation notice the place and time (being not earlier than 14 and not later than 28 days after the date of the despatch of the allocation notice, which shall be specified therein) at which the sale of the said shares so allocated shall be completed.
- (g) The vendor shall be bound (upon payment of the purchase price due in respect thereof) to transfer the shares comprised in the allocation notice to the purchasing Members named therein at the place and time therein specified; and if in any case the vendor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase price on his behalf, and may authorise some person to execute a transfer of such shares in favour of the purchasing Member. The receipt of the Company for the purchase price shall be a good discharge to the purchasing Member. The Company shall forthwith pay the purchase price into a separate bank account in the Company’s name and shall hold the purchase price and any interest earned thereon in trust for the vendor.
- (h) During the 6 months following the expiry of the period of 21 days referred to in paragraph (e) of this Regulation the vendor shall be at liberty subject nevertheless to the provisions of paragraph (I) of this Regulation to transfer to any person (including, but subject to Regulation 4, the Company) and at any price (not being less than the price fixed under paragraph (b) of this Regulation) any of the said shares not allocated by the Directors as aforesaid.
- (I) The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share.

7. **DISCLOSURE OF INTEREST IN SHARES**

- 7.1 (a) A member shall make notification to the Company of any change he knows in any interest he knows to be held by any person in shares which that member holds and which would be notifiable if sections 198 to 203, 208 to 210(2) and 212(1) to 212(5) of the Companies Act 1985 (in this Article, "the Act") applied in relation to the Company (but subject to the qualification mentioned in paragraph (b) of this Article with the omission of any references to sections 204-206 and 732-733) and if any relevant regulations made under section 210A thereof so applied.
- (b) The qualifications referred to in paragraph (a) of this Article are:
- (i) the aforementioned section of the Act shall have effect as if for the words 'relevant share capital' there were substituted 'share capital' and as if sections 198(2), 199(2) and (2A) and 209 were omitted; and
- (ii) sections 200 and 202 of the Act shall have effect as if for the words 'has material interests' and 'had material interests' there were substituted the words 'is interested' and 'was interested' respectively.
- 7.2 The Company may by notice in writing require a member (and request any other person appearing to be interested in shares held by a member) to supply information to the Company as if section 212(1) to 212(5) of the Act applied in relation to the Company (but with the omission of any references to sections 204 and 205).
- 7.3 Where:
- (a) notice is served by the Company under Article 7(2) on a member or any other person appearing to be interested in shares held by a member and that member (or other person) fails to give the Company any information required (or requested) by the notice within the time specified in it; and/or
- (b) an order is made against the Company under Regulation 2.06b or 8.07a of the Audit Regulations of the Institute of Chartered Accountants in England and Wales and the Company is notified by the said Institute that the grounds upon which such order as made consisted of or included any matters relating to any person who holds shares in the Company or who has an interest in shares, the Directors may, by resolution, direct that the holder of the shares in question shall not be entitled in respect of any shares held by him to vote either personally or by proxy at a General Meeting of the Company or a meeting of the holders of any class of shares of the Company or to exercise any other right conferred by membership in relation to General Meetings of the Company or meetings of the holders of any class of shares of the Company.
- 7.4 The Directors may, by resolution, revoke a direction:
- (a) made under Article 7(3)(a) if they are satisfied that the relevant facts about the shares in question have been disclosed to the Company;
- (b) made under Article 7(3)(a) if the order therein referred to has been revoked or has otherwise ceased to have effect;
- (c) made under Article 7(3)(a) or (b) if they are satisfied that the shares in question are to be transferred for valuable consideration and if the Directors approve the transfer

- 7.5 References in this Article to the Act include any statutory modification or re-enactment thereof and references in this Article to the Audit Regulations of the Institute of Chartered Accountants and England and Wales include the same as from time to time amended.

8. **GENERAL MEETINGS AND RESOLUTIONS**

- (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified accordingly.

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 fixing of the remuneration of the Auditors.

- (b) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.

9. **QUORUM**

- (a) Clause 40 in Table A shall be read and construed as if the words "at the time when the meeting proceeds to business" were added at the end of the first sentence.
- (b) If a quorum is not present within half an hour from the time appointed for a General Meeting the general Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefore such adjourned General Meeting shall be dissolved.
- (c) Clause 41 in Table A shall not apply to the Company.

10. **APPOINTMENT OF DIRECTORS**

- (a) Unless and until otherwise determined by the Company in General Meeting there shall be no maximum number of Directors and the minimum number of directors shall be one. Whenever there shall be only one Director of the Company such Director may act alone in exercising all the powers, discretions and authorities vested in the Directors, and Regulation 89 of Table A shall be modified accordingly.
- (b) Clause 64 in Table A shall not apply to the Company.
- (c) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions in Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.
- (d) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.

- (e) No person shall be appointed a Director at any General Meeting unless either:-
 - (i) he is recommended by the Directors; or
 - (ii) 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.
- (f) Subject to paragraph (d) above, the Company may, by Ordinary Resolution in General Meeting, appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
- (g) 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 determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

11. **BORROWING POWERS**

The Directors may exercise all the powers of the Company to borrow money without limit as to the amount and upon such terms and in such manners as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over 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 obligations of the Company or of any third party.

12. **ALTERNATE DIRECTORS**

- (a) An alternate Director shall not be entitled as such to receive any remuneration from the company, save that he may be paid by the company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.
- (b) A director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one director, and an alternate director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every director whom he represents in addition to his own vote (if any) as a Director, but shall count as only one for the purpose of determining whether a quorum is present.

13. **DISQUALIFICATION OF DIRECTORS**

The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

14. **GRATUITIES AND PENSIONS**

- (a) The Directors may exercise the powers of the Company conferred by Clause 3 (t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them by reason of the exercise of any such powers.
- (b) Clause 87 in Table A shall not apply to the Company.

15. **PROCEEDING OF DIRECTORS**

- (a) A Director may vote at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- (b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

16. **INDEMNITY**

- (a) Every Director or other officer 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, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and 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 in so far as its provisions are not avoided by Section 310 of the Act.
- (b) Clause 118 in Table A shall not apply to the Company

Names and addresses of Subscribers

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DATED this 2nd day of February 1999

Witness to the above signatures:

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