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**Notice of consolidation, division,  
sub-division, redemption or  
cancellation of shares, or conversion,  
re-conversion of stock into shares**

**122**

CHFP025

Please do not  
write in  
this margin

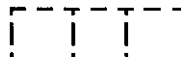
Pursuant to section 122 of the Companies Act 1985

To the Registrar of Companies  
(Address overleaf)

For official use

Company number

Please complete  
legibly, preferably  
in black type, or  
bold block lettering



3932836

Name of company

\* HAPPYGROUP LIMITED

\* insert full name  
of company

gives notice that:

By written resolution dated 22nd July 2002 it was resolved that each of the 99,000 authorised but unissued ordinary shares of £1 in the capital of the Company be sub-divided into 10 ordinary shares of 10p each ranking pari passu in all respects with the existing ordinary shares of 10p each in the capital of the company.

† Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed x

*S. Parish*

Designation † DIRECTOR

Date 22nd July 2002

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

Lewis Silkin  
12 Gough Square  
London  
EC4A 3DW

PAG.73202.1/436861.1

For official Use

General Section

Post room



A27  
COMPANIES HOUSE

\*A1HJLDHK\*

0703  
03/09/02

**THE COMPANIES ACT 1985 AND 1989**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION OF**  
**HAPPYGROUP LIMITED**

1. The Company's name is "Happygroup Limited"
2. The Company's registered office is to be situated in England and Wales
3. The Company's objects are:-
  - 3.1 To carry on all or any of the businesses as providers, operators, managers, consultants, advisers and designers in relation to the use of worldwide websites, internet communication and telecommunication services of all kinds and to provide, offer and operate E-Commerce activities, internet cafes and all of the above and to generally assist other persons, firms or companies in the direction and carrying on of the business to cover all aspects of electronics, electronic engineers, and writers, designers, devisers, organisers, marketers and dealers in computer systems and computer software, and of computer programmers and consultants in relation to the use of computers and data processing, to carry on all or any of the businesses of manufacturers, buyers, sellers, importers, exporters, maintainers, installers, hirers, letters on hire of, distributors and agents for the sale of, dealers in, and trainers in the use of computer hardware, computer products, software, equipment, stationery, print ribbons, programmes, data processing supplies, equipment, and furniture, photocopiers, office and commercial machines and all allied and associated supplies and services to carry on the business of management, personnel, industrial and business consultants, advisers, and to advise upon the means and methods for developing and improving all types or business or industries and all systems or processes relating to the production, storage, distribution, marketing and sale of goods and to the rendering of services to carry out, undertake, organise and to provide facilities for scientific and technical research and to undertake experimental work with prototypes, instruments, appliances, apparatus, metals and materials and to obtain rights of development, manufacture and sale in respect thereof to provide specialised training and preparation in relation to all or any of the aforementioned business and to purchase or otherwise acquire and take over any business 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, and to act as merchants generally.

- 3.2 To purchase or by any other means acquire and take options over any property for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any property.
- 3.3 To purchase, apply for, register or by any other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, copyrights, secret processes, trade marks, designs, protections and concessions which may appear likely to be advantageous or useful to the Company in pursuit of any trade or business carried on by the Company and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- 3.4 To acquire or undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company chooses to earn on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person or firm or to acquire any company interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits or for co-operation or for mutual assistance with any such person, firm or company, 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 and deal with any shares, debentures, debenture stock or securities so received.
- 3.5 To improve, manage, cultivate, construct, repair, develop, exchange, let, lease or otherwise mortgage, charge, sell, dispose of, turn to account, franchise, grant licences, options, rights and privileges in respect of, or otherwise deal with any or any part of the property and rights of the Company.
- 3.6 To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may, from time to time, be determined.
- 3.7 To lend and advance money or give credit to any persons, firms or companies or others having dealings with the Company upon such terms and with or without security and subject to such conditions as may seem desirable.
- 3.8 To guarantee support, secure or indemnify, whether by personal obligation or covenant or by, mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company, or by any one or more of all of such methods or by any other method, the performance of any

obligations or commitments of, and the payment or repayment on the principal amounts of, and premiums, interest, dividends and any other moneys payable on or in respect of any debentures, debenture stock, loan stock, shares or other securities, liabilities or obligations of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a holding company, subsidiary, fellow subsidiary or otherwise associated with the Company in business or through shareholding.

- 3.9 To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property assets (whether present or future), including its uncalled share capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding upon it.
- 3.10 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- 3.11 To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) or any corporation, company or persons, that may seem conducive, directly or indirectly to the attainment of the Company's objects and to obtain from any such government or authority, corporation, company or person, any charters, decrees, rights, privileges or concession which the Company may think desirable and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- 3.12 To subscribe for, take, purchase or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stock debentures, debenture stocks, bonds or other interests in the obligations of any other company, corporation, government or authority in any part of the world.
- 3.13 To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of any kind for any such company or companies and to make payments by way of subvention or otherwise and any arrangements which may seem desirable with respect to any business, operations or interests of or generally with respect to any such company or companies.

- 3.14 To promote any other company for the purpose of acquiring all or any part of the business or property, or undertaking or any of the liabilities of the Company, or of undertaking any business or operations 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 place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities or any such company as aforesaid.
- 3.15 To sell, let, license, develop or otherwise deal with the whole or any part of the undertaking of the Company, either together or in portions, upon such terms and for such consideration as the Company may think fit, with power to accept shares, debentures, or securities of any company purchasing the same.
- 3.16 To undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- 3.17 To act as trustee for any person, firm or company.
- 3.18 To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise.
- 3.19 To pay out of the funds of the Company all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares or other securities of the Company.
- 3.20 To support and subscribe to any charitable or political object and to support and subscribe to any institution, society or club which may be for the benefit of the Company, or its directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company, or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or any such subsidiary, holding or fellow subsidiary company, or otherwise associated with the Company in business and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards life and other insurance for the benefit of and superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons as aforesaid and of their wives, widows, children and other

relatives and dependants; and to set up and maintain profit sharing, share option or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained.

- 3.21 To purchase and maintain insurance policies to indemnify the officers and any auditor of the Company against any costs, expenses and liabilities arising from negligence, default, breach of duty or trust incurred by them in the discharge of their duties or in relation thereto pursuant to the provisions contained in Section 310 of the Act.
- 3.22 To distribute any property of the Company in specie amongst the members.
- 3.23 Subject to and in accordance with a due compliance with the provisions of sections 155 to 158 (inclusive) of the Act (if and so far as applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.
- 3.24 To do any or all of the things or matters aforesaid in any part of the world and procure the Company to be registered or recognised in any part of the world.
- 3.25 To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.
- 3.26 AND it is hereby declared that:-
  - 3.26.1 None of the objects set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such object, and except where the context expressly so requires, the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall in any way be limited or restricted by reference to or inference from any other provision and set forth in any other sub-clause or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the Company; and
  - 3.26.2 Without prejudice to the generality of sub-clause 3.25, such matters as are hereinbefore set out in sub-clauses 3.2 to 3.24 are deemed to be incidental or conducive to the Company's object; and
  - 3.26.3 In this clause the expression "the Act" means the Companies Act 1985, but so that any reference in this clause to any provision of the Act shall be deemed to include reference to any statutory modification or re-enactment of that provision for the time being in force; and

3.26.4 The word "Company" in this clause shall, except where used to refer to this Company, be deemed to include any partnership or body of persons whether corporate or unincorporated and whether domiciled in any part of the United Kingdom or elsewhere.

4 The liability of the members is limited.

5 The Company's share capital is £100,000 divided into 100,000 shares of £1 each.<sup>12</sup>

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

Name and address of subscriber

Number of shares taken by subscriber

For and on behalf of:-

Garcon Subscribers Limited  
2 Upper Aughton Road  
SOUTHPORT  
PR8 5NA

One

Date 15 February 2000

Witness to the above signature:-

Susan Conkling  
2 Upper Aughton Road  
SOUTHPORT  
PR8 5NA

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<sup>1</sup> On 8 July 2000, the members of the Company resolved that 1,000 ordinary shares of £1 in the capital of Company each be sub-divided into 10 ordinary shares of 10p each, such that the Company's share capital £100,000 divided into 99,000 ordinary shares of £1 each and 10,000 shares of 10p each.

<sup>2</sup> On 22 July 2002 the members of the Company resolved that 99,000 authorised but unissued ordinary shares of £1 in the capital of the Company each be sub-divided into 10 ordinary shares of 10p each, such that Company's share capital is £100,000 divided into 1,000,000 ordinary shares of 10p each.