

**FILE COPY**



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

Company No. 3995908

The Registrar of Companies for England and Wales hereby certifies that  
CORPCONSULT 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 May 2000



\*N03995908U\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



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

C007



COMPANIES HOUSE

12

Please complete in typescript, or in bold black capitals.

Declaration on application for registration

Company Name in full

CORPCONSULT LIMITED



\*F012001J\*

SUMMERGLEN LIMITED

of

6 BAYVIEW TERRACE, DERRY, NORTHERN IRELAND, BT48 7EE.

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.

† Please delete as appropriate.

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

[Handwritten signature]

FOR: SUMMERGLEN LIMITED

Declared at

41 Central Chambers, Dame Court, Dublin, 2.

the

10<sup>th</sup>

day of

May.

One thousand nine hundred and ninety-

2000

0 Please print name.

before me 0

BRIAN O'BRIEN

Signed

[Handwritten initials]

Date

10 MAY 2000

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.

KEARNEY CURRAN & COMPANY.

41 CENTRAL CHAMBERS, DAME COURT, DUBLIN 2.

Tel Int + 353 1 671 0140

DX number

DX exchange



A42 COMPANIES HOUSE

0229 11/05/00

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.

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

[Empty box for directors and secretary information]

Company Name in full

CORPCONSULT LIMITED



Proposed Registered Office

(PO Box numbers only, are not acceptable)

241 CAMDEN HIGH STREET,

LONDON NW1 7BU,

Post town

ENGLAND.

County / Region

[Empty box for County / Region]

Postcode

[Empty box for Postcode]

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

KEARNEY CURRAN & CO.,

Address

41 CENTRAL CHAMBERS, DAME COURT, DUBLIN 2.

[Empty box for address continuation]

Post town

[Empty box for Post town]

County / Region

[Empty box for County / Region]

Postcode

[Empty box for Postcode]

Number of continuation sheets attached

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

KEARNEY CURRAN & CO.,

41 CENTRAL CHAMBERS, DAME COURT, DUBLIN 2.

Tel INT + 353 1 6710140

DX number

DX exchange

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

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or

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

for companies registered in Scotland

DX 235 Edinburgh



A42 \*A26MEQEM\* 0228 COMPANIES HOUSE 11/05/00

Company Secretary (see notes 1-5)

Company name

NAME \*Style / Title

GRACEWAY LIMITED

\*Honours etc

\*Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

6 BAYVIEW TERRACE,

Usual residential address

For a corporation, give the registered or principal office address.

DERRY, N. IRELAND BT48 7EE.

Post town

County / Region

Postcode

BT48 7ET

Country

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

Consent signature

Date

10 MAY 2000

Directors (see notes 1-5)

Please list directors in alphabetical order

Per Pro Graceway Limited

NAME \*Style / Title

SUMMERGLEN LIMITED

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

6 BAYVIEW TERRACE,

Usual residential address

For a corporation, give the registered or principal office address.

DERRY, N. IRELAND BT48 7EE.

Post town

County / Region

Postcode

BT48 7ET

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

10 MAY 2000

Per Pro Summerglen Limited.

NAME \*Style / Title

GRACEWAY LIMITED

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

6 BAYVIEW TERRACE,

DERRY, N. IRELAND BT48 7EE.

Post town

County / Region

Postcode

BT48 7ET

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

10 MAY 2000

Per Pro Graceway Limited

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

10 MAY 2000

Signed

Date

10 MAY 2000

Signed

Date

Signed

Date

Signed

Date

Signed

Date

SD1202

3995908  
0055865  
0055865

COMPANIES ACTS, 1985 TO 1989  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION



- OF -

CORPCONSULT LIMITED

1. The name of the Company is CORPCONSULT LIMITED
2. The Registered office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are:

A (i) To carry on all or any of the following businesses and whether as buyers, sellers, importers, exporters, manufacturers, designers, promoters, managers, proprietors, distributors, contractors, maintainers, repairers, servicers, lessors, hirers, renters, processors, consultants, agents and general dealers in all goods, products and services normally supplied or provided by; advertisers, agricultural contractors, art and antique businesses, auctioneers, bakers, beauty salons, bloodstock and livestock businesses, booksellers, binders, builders, builders suppliers and sub-contractors, cafes, carpets, furniture and general household products businesses, caterers, chemists, clothing businesses, confectioners, cleaners, computer businesses, couriers, craft businesses, electrical, electronic, mechanical, heating, plumbing, civil and general engineers, employment and estate agents, entertainment and leisure businesses, educators, financial services, footwear, fuel merchants, freight services, foresters, farmers, motor and vehicle dealers, garage proprietors, hoteliers, haulage and transport businesses, investors, ironmongers, investigators, jewellers, laboratories, management businesses, meat and general food businesses, machinery and equipment suppliers, marketing services, merchants, marine and fish businesses, publicans, painters, printers, publishers, property companies, quarries, restaurants, security services, store and shopkeepers, surveyors, studios, television and video services, timber merchants, traders, transporters, travel agents, window services, warehousemen, waste disposers.

(ii) To carry on business as manufacturers, designers, importers, exporters, buyers, sellers, (whether by wholesale or retail) stores, warehousemen, distributors and suppliers of and dealers in goods and articles of every description (whether consumable or otherwise) and whether for domestic, industrial, commercial or agricultural use.

(iii) To undertake, provide and carry out any service or contract of works deemed necessary or advantageous in promoting the objects of the company.

(iv) To acquire and carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above, or which may seem calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or rights.

B. To purchase, take on lease or in exchange, hire or by any other means, acquire and protect, any freehold, leasehold, or other property, or any estate or interest, any lands, buildings, roads, railways, bridges, waterways, aircrafts, vessels, vehicles, machinery, engines, plant, live and dead stock, easements, rights, patents, patent rights, trade marks, brevets d'invention, registered designs, protections and concessions, licences, stock in trade and any real or personal property or rights whatsoever which may be considered necessary, advantageous or useful to the Company.

C. To construct, build, erect, alter, enlarge, demolish, lay down, maintain, any buildings, roads, railways, bridges, walls, fences, banks, reservoirs, waterways and waterworks and to carry out any preliminary and associated works or contract, sub-contract, or join with others to carry out or complete any of the aforesaid and to work, manage and control the same or join with any person, firm or company in doing so.

D. To borrow, raise or secure the payment of money in such manner as the company shall think fit and in particular to issue debentures, debenture stock, bonds, obligations and securities of all kinds and to charge and secure the same by Trust Deed or otherwise on the undertaking of the Company or upon any specific property and rights, present and future, of the Company including its uncalled capital or any nay other means howsoever.

E. To guarantee, support or secure whether by mortgaging or charging all or any part of the undertaking, property and assets both present and future and uncalled capital of the Company or for the performance and discharge or any contract, obligation or liability of a company or of any person or corporation with whom or which the company has dealings or having a business or undertaking in which the company is concerned or interested whether directly or indirectly and in particular to give security for any debts, obligations or liabilities of any company which is for the time being the Holdings Company or a subsidiary of the company or a subsidiary of the Holding Company.

F. To pay or remunerate any person, firm or Company for rendering services for and on behalf of this company and to pay any costs, charges or expenses incurred or sustained by or in connection with the formation and incorporation of this company and either by cash payments of by allotment to him or them of shares or securities of the company credited as full paid up or otherwise. To open and operate bank accounts in any country.

G. To invest and deal with the monies of the Company not immediately required for the purpose of its business in or upon such investments or securities and in such manner as may from time to time be determined.

H. To draw, make, accept, endorse, discount, negotiate and issue promissory notes, bill or exchange, warrants, Bills of Lading and other negotiable or transferrable instruments.

I. To develop, improve, manage, cultivate, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

J. To lend and advance money or give credit to any person, firm or company and on such terms as may seem expedient.

K. To enter into and carry into effect any arrangement with the person, firm, company or Government or Government Body or authority that may seem conducive to the Company's objects and to apply for, promote, and obtain for any person, firm, company, government or Government Body or authority any contracts, concessions, privileges, charters, decrees and rights which the company may think is desirable and to carry out and exercise and comply with same.

L. To act as agents, brokers and as trustees for any persons, firm or company and to establish agencies and branches and appointed agents and others to assist in the conduct or extension of the Company's business.

M. to provide for the welfare of persons employed or previously employed in or holding office under the company and to grant pensions, allowances, gratuities, bonuses or other payments to officers, ex-officers, employees and ex-employees or the dependants or connections of such persons; to establish and contribute to pensions or benefit funds or schemes for the benefit of persons aforesaid; to form, subscribe to or support any charitable, benevolent, religious or other institution and to instigate and maintain any club or other establishment calculated to advance the interests of the company or its officers, ex-officers, employees, ex-employees or dependants or connections.

N. To purchase or otherwise acquire and undertake all or any part of the business, property, goodwill, assets, liabilities and transactions of any person, firm or company carrying on any business which this company is authorised to carry on.

O. To undertake and execute the office of nominee, trustee, executor, administrator, registrar, secretary, committee or attorney for any purpose and either solely or jointly with others and generally to undertake, perform and fulfil any office of trust or confidence.

P. To accept payment for any property or rights sold or otherwise disposed of or dealt with by the company in whatever form and on such terms as the company may determine.

Q. To establish, promote or otherwise assist any company and to promote or otherwise assist any person or firm for the purpose of acquiring all or any of the properties and or liabilities or for furthering any objects of this company or for the purpose of instigating or opposing any proceedings or applications which may be considered necessary, advantageous or useful to the company.

R. To subscribe for, accept, deal in, purchase or sell or otherwise acquire, deal in, dispose of or hold shares or other interests in or securities of any company carrying on or proposing to carry on any business within the objects of this company or carrying on any business capable of being carried on so as to benefit this company.

S. To enter into any partnership or joint arrangement or arrangement for sharing profits with any company having objects similar or in part similar to those of this company and to give whatsoever undertakings are considered necessary by this company.

T. To distribute among the members in specie or otherwise as may be resolved, any assets of the company and in particular, any shares, debentures or securities of other companies belonging to this company or of which this company may have the power of disposing.

U. To procure the company to be registered or recognised in any place outside England and Wales.

V. To do all such things as are incidental or conducive to the attainment of the foregoing objects or any of them.

The word Company, in the clause, except where used in reference to this Company, shall be deemed to include any body or persons whether incorporated or not and whether domiciled in England or Wales or elsewhere.

It is hereby expressly declared that each sub-clause of this clause shall be construed independently of the other sub-clause 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.

Provided always that the provisions of his clause shall be subject to the company obtaining where necessary for the purpose of carrying any of its objects into effect such licence permit or authority as may be required by law.

4. The liability of the members in limited.

5. The share capital of the company is STG£100,000 divided into 100,000 shares of STG£1.00 each, with power to increase or decrease the share capital. The capital may be divided into different classes of shares with any preferential, deferred or special rights or privileges attached thereto, and from time to time the company's regulations may be varied so far as may be necessary to give effect to any such preference, restriction or other term.

We, the several persons whose names, addresses and descriptions are subscribed, wish to be formed into a company in pursuance of this Memorandum of Association, and we agree to take the number of shares in the capital of the Company set opposite our respective names.

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NAMES, ADDRESSES AND  
DESCRIPTION OF SUBSCRIBERS

NUMBER OF SHARES TAKEN  
BY EACH SUBSCRIBER

---

Summerglen Limited,  
6 Bayview Terrace,  
Derry, Northern Ireland,  
BT48 7EE.

One

Signed: \_\_\_\_\_

WILLIAM CURRAN

Director on behalf of Summerglen Ltd.

Graceway Limited,  
6 Bayview Terrace,  
Derry, Northern Ireland,  
BT48 7EE.

One

Signed: \_\_\_\_\_

WILLIAM CURRAN

Director on behalf of Graceway Ltd.

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TOTAL SHARES TAKEN:

Two

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DATED THE 10TH DAY OF MAY, 2000.

WITNESS TO THE ABOVE SIGNATURES:

Noeleen Curran,  
6 Bayview Terrace,  
Derry,  
Northern Ireland,  
BT48 7EE.

*Noeleen Curran*

COMPANIES ACTS, 1985 TO 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- OF -

CORPCONSULT LIMITED

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PRELIMINARY

1. In these Articles and in Table A:

"The Act" means the Companies Act 1985 and any statutory modification or re-enactment for the time being in force.

"Table A" means Table A in The Companies (Tables A to F) Regulations 1985

2. Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company.

3. Regulations 24, 68, 73 to 78 inclusive, 87, and 118 of Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

4. Subject to the provisions of Article 5 and to any directions which may be given by the Company in General Meeting, the Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) and without prejudice to the generality of the foregoing any shares unissued at the date of incorporation of the Company and any shares hereinafter created shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons (including the Directors themselves) on such terms and at such times as they may think proper, provided that no shares shall be issued at a discount.

5. The maximum nominal amount of share capital which the Directors may allot, grant options or subscription or conversion rights over, create, deal with or otherwise dispose of in accordance with Article 4 shall be the total amount stated in clause 5 of the Memorandum of Association of the Company or such other amount as shall be authorised by the Company in General Meeting.

6. The authority conferred on the Directors by Article 4 shall expire on the day preceding the fifth anniversary of the date of incorporation of the Company.

7. The provisions of section 89(1) of the Act shall not apply to the Company.

#### LIEN

8. The lien conferred by regulation 8 of Table A shall apply to all shares of the Company whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders. The said regulation 8 shall be modified accordingly.

#### TRANSFER OF SHARES

9. The Directors may, in their absolute discretion and without assigning any reason thereof, decline to register any transfer of any share, whether or not it is a fully paid share.

10. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee.

#### PROCEEDINGS AT GENERAL MEETINGS

11. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulations 46 of Table A shall be modified accordingly.

12. A proxy shall be entitled to vote on a show of hands and regulations 54 of Table A shall be modified accordingly.

13. A resolution in writing in accordance with regulation 53 of Table A shall be deemed to have been duly executed by a corporation if signed by one of its directors or its secretary. In the case of a joint holder of a share the signature of any one of such joint holders shall be sufficient for the purposes of regulation 53 as aforesaid.

#### DIRECTORS

14. The number of Directors need not exceed one and regulation 64 of table A shall be modified accordingly.

15. the first director or Directors shall be appointed in writing by completion of statement required to be delivered for registration by section 10 of the Act.

16. A Director shall not be required to hold any qualification shares in the Company.

## POWERS AND DUTIES OF DIRECTORS

17. Subject to the provisions of the Act, a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest, a Director may vote on any matter in which he is interest and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 94 of Table A shall be modified accordingly.

18. The Directors may exercise all the powers of the Company contained in clause 3 (M) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

## APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

19. Without prejudice to the powers of the Company under section 303 of the Act to remove a director by Ordinary Resolution, the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time by notice to the Company to appoint any person or persons as a Director or Directors and to remove from office any Director howsoever appointed.

Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect upon being lodged at the registered office of the Company.

20. The office of a director shall be vacated if he is removed from office under article 19. Regulation 81 of Table A shall be modified accordingly.

## ROTATION OF DIRECTORS

21. The Directors shall not be liable to retire by rotation, and accordingly the second and third sentences of regulation 79 of Table A shall be deleted.

## ALTERNATE DIRECTORS

22. Any appointment or removal of an alternate Director made under Table A shall be effected by an instrument in writing delivered at the registered office of the Company and signed by the appointer.

23. If his appointer is for the time being absent from the United Kingdom or otherwise not available, the signature of an alternate Director to any resolution in writing of the Directors shall be as effective as the signature of his appointer. An alternate Director shall be deemed to be a Director for the purpose of signing instruments to which the seal is affixed and regulation 101 of Table A shall be modified accordingly.

24. An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements with the company and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration, except only such part (if any) of the remuneration otherwise payable to his appointer as such appointer may by notice in writing to the Company from time to time direct.

#### PROCEEDING OF DIRECTORS

25. Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

26. The following sentence shall be inserted after the first sentence of regulation 72 of Table A: "Any committee shall have power unless the directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a Director of the Company".

27. A sole Director may exercise all the powers conferred by these Articles on the Directors and for such time as there is not more than one director of the Company there shall be no requirement for a quorum or meetings of directors: regulation 88 and 89 shall be modified accordingly.

#### OFFICIAL SEAL FOR USE ABROAD

28. The Company may have an official seal for use abroad under the provisions of the Act, where and as the Directors shall determine, and the company may by writing under the Common Seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the Common Seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

## NOTICES

29. Every Director of the Company and every alternate Director shall be entitled to receive notices of General Meetings (at his usual address or such other address as he may notify to the Company) in addition to the persons so entitled under the Act. The third sentence of regulation 112 of Table A shall be deleted.

## INDEMNITY

30. Subject to the provisions of and so far as may be consistent with the Act but without prejudice to any indemnity to which a Director may be otherwise entitled every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

## MISCELLANEOUS PROVISIONS

31. Table A shall be further modified as follows:

(a) in regulation 37 the words "within the United Kingdom" shall be deleted;

(b) in regulation 88 the third sentence shall be deleted;

(c) in regulation 90 the words "but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting" shall be deleted;

(d) in regulation 112 the words "(or to such other address, whether within or outside the United Kingdom, as he may supply to the company for that purpose)" shall be inserted after "registered address";

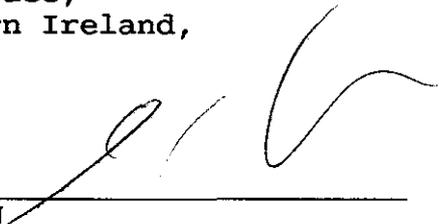
(e) regulation 116 shall be modified by the substitution of the words "at the address, if any, whether within or outside the United Kingdom" for the words "the address, if any, within the United Kingdom".

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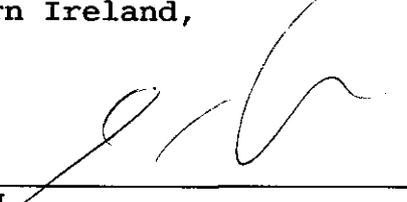
NAMES AND ADDRESSES OF SUBSCRIBERS

---

Summerglen Limited,  
6 Bayview Terrace,  
Derry, Northern Ireland,  
BT48 7EE.

Signed:   
WILLIAM CURRAN  
Director on behalf of Summerglen Ltd.

Graceway Limited,  
6 Bayview Terrace,  
Derry, Northern Ireland,  
BT48 7EE.

Signed:   
WILLIAM CURRAN  
Director on behalf of Graceway Ltd.

---

DATED THE 10TH DAY OF MAY, 2000.

WITNESS TO THE ABOVE SIGNATURE:

Noeleen Curran,  
6 Bayview Terrace,  
Derry,  
Northern Ireland,  
BT48 7EE.

