FILE COPY

CERTIFICATE OF INCORPORATION

OF A PRIVATE LIMITED COMPANY

Company No. 4392718

The Registrar of Companies for England and Wales hereby certifies that

IMPULSIVE MONKEY 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 12th March 2002

N04392718L

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

Companies House
— *for the record* —

HC007B

Companies House
— for the record —

12

Declaration on application for registration

Please complete in typescript, or in bold black capitals.

CHFP000

Company Name in full IMPULSIVE MONKEY LIMITED

I, John Carter, being a duly authorised signatory

of TEMPLES (PROFESSIONAL SERVICES) LIMITED

† Please delete as appropriate.

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 J Carter

Declared at 48 Eastern Esplanade, Broadstairs, Kent

	Day	Month	Year
On	11	03	2002

❶ Please print name.

before me ❶ A. Parkes

Signed [signature] **Date** 11-3-02

† 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.

J. Carter, Temples
152-160 City Road London EC1V 2NX
Tel 020 7566 3939
DX number DX exchange

L710G90I
LD5 COMPANIES HOUSE 0411 11/03/02

Form revised June 1998

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
— for the record —

4392718

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First directors and secretary and intended situation of registered office

Please complete in typescript, or in bold black capitals.
CHFP000

Notes on completion appear on final page

Company Name in full IMPULSIVE MONKEY LIMITED

Proposed Registered Office
(PO Box numbers only, are not acceptable)

152-160 CITY ROAD

Post town LONDON

County / Region

Postcode EC1V 2NX

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. X

Agent's Name TEMPLES LTD

Address KEMP HOUSE

152-160 CITY ROAD

Post town LONDON

County / Region

Postcode EC1V 2NX

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.

Temples

Tel 020 7566 3939

DX number DX exchange

L710F90H
LD5 0412
COMPANIES HOUSE 11/03/02

Form revised July 1998

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for companies registered in Scotland **DX 235 Edinburgh**

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title *Honours etc

* Voluntary details

Forename(s) TEMPLES (NOMINEES) LTD

Surname

Previous forename(s)

Previous surname(s)

Address 152 CITY ROAD

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

Post town LONDON

County / Region Postcode EC1V 2NX

Country ENGLAND

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

Consent signature J. Carter **Date** 11-3-02

(a duly authorised officer)

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title *Honours etc

Forename(s) TEMPLES (PROFESSIONAL SERVICES) LTD

Surname

Previous forename(s)

Previous surname(s)

Address 152 CITY ROAD

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

Post town LONDON

County / Region Postcode EC1V 2NX

Country ENGLAND

Day Month Year

Date of birth **Nationality**

Business occupation Corporate Body

Other directorships None

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

Consent signature J. Carter **Date** 11-3-02

(a duly authorised officer)

This section must be signed by
Either
an agent on behalf of all subscribers **Signed** J. Carter **Date** 11-3-02

013351

THE COMPANIES ACTS 1985 to 1989

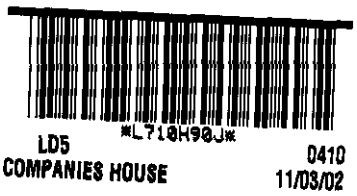
PRIVATE COMPANY LIMITED BY SHARES

066360

MEMORANDUM of ASSOCIATION

of

IMPULSIVE MONKEY LIMITED



1. The name of the Company is IMPULSIVE MONKEY LIMITED

2. The Registered Office of the Company will be in England.

3. The object of the Company is to carry on business as a general commercial company.

4. Without prejudice to the provisions of section 3A of the Companies Act 1985 the Company shall have the following powers:

(A) To acquire and undertake the whole or any part of the goodwill, assets or liabilities of any person, company or firm carrying on any business which this company is authorised to carry on, or to purchase or acquire any interest in or rent or hire any other real or personal property whatsoever which may be necessary or convenient for the purposes of the company.

(B) To purchase, sell, exchange, improve, mortgage, charge, rent, take on lease or in exchange, hire, surrender, licence, accept surrenders of and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the company.

(C) To grant any leases, privileges, concessions or rights whatsoever in or in respect of any of the property of the company.

(D) To invest and deal with the monies of the company not immediately required for the purposes of the company in or upon such securities and subject to such conditions as may seem expedient.

(E) To promote any other company, and to underwrite the shares or debentures of that company.

(F) To amalgamate with or enter into any partnership, joint venture, union or profit sharing or other business arrangement with any other company, firm, association or person.

(G) To execute, accept, endorse, issue, buy and discount promissory notes, bills of exchange, bills of lading and any other negotiable and transferable instruments.

(H) To borrow, raise and secure the payment of money in such manner as the company shall think fit; in particular to borrow money by the issue of debentures or debenture stock, perpetual or otherwise and at par or at a premium, or a discount, and to secure any money borrowed or any other liabilities or obligations of the company by mortgage or charge of all or part of the company's property or assets, including future property and uncalled capital.

(I) To invest the funds of the company in shares or debentures or such other investments or securities as the company may determine, to make loans or advances or give credit to any person, company or firm on such terms as may seem expedient, and to guarantee or give security for any liability or obligation of any person, company or firm.

(J) To sell all or any part of the undertaking, goodwill and assets of the company for such price and upon such terms as may be thought fit.

(K) To establish any scheme, whether by the issue of shares or otherwise, whereby employees may share in the profits or take part in the management of the company.

(L) To pay the expenses of or incidental to the promotion and incorporation of the company.

(M) To do all such other things as are conducive or incidental to the attainment of the above objects or to any of them.

It is hereby expressly declared that each sub-clause of the foregoing clause shall be deemed to be an independent object of the company and shall be construed independently of anything contained in any other sub-clause.

5. The liability of the members is limited.

6. The share capital of the company is £1,000 divided into 1,000 ordinary shares of £1 each.

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

Name and address of subscriber	**Number of shares taken**
R Wright	
Temples (Prof. Services) Ltd 152/160 City Road London EC1	One

Dated this 11 March 2002

Witness to the above signature

John Carter
7 Kemp House
160 City Road
London EC1

John Carter

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES of ASSOCIATION

of

IMPULSIVE MONKEY LIMITED

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

   (b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

SHARES

2. The directors of the Company are generally and unconditionally authorised to allot, grant options over or otherwise dispose of the unissued share capital of the company, whether forming part of the original share capital or not, for a period of five years from the date of incorporation to such persons at such times and on such conditions as they think fit, subject to the provisions of Section 80 of the Act.

3. (a) Subject to the statutes the Company may purchase any of its own shares, including any Redeemable shares whether out of capital or distributable profits.

   (b) The Company shall, before allotting any unissued shares, offer them to the Members in proportion as nearly as possible to the nominal value of the existing shares held by them and the offer shall be made by notice specifying the number of shares to which the Member is entitled (subject to clause 3(a) above) and a period of time (not less than 14 days) within which the offer if not accepted will be deemed to declined, and after the expiration of the time limit or on receipt of a written notice from the Member declining the shares then the directors may dispose of them as they think proper.

   (c) The provisions of Section 89(1) and Sections 90(1) to (6) inclusive shall not apply to the Company.

DIRECTORS

4. Regulation 64 in Table A shall not apply to the Company. Unless and until otherwise determined by ordinary resolution in General Meeting of the Company there shall be no maximum number of directors and the minimum number shall be one. A sole director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Regulation 89 is modified accordingly.

5. The directors shall not be required to retire by rotation and Regulations 73-77 (inclusive) and Regulation 80 of Table A shall not apply to the Company. In Regulation 78 the words "and may also determine the rotation in which any additional directors are to retire" shall be deleted, and the final two sentences of Regulation 79 shall not apply to the Company.

6. A director may vote as a director in respect of any contract or arrangement in which he is interested or upon any matter arising therefrom, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum at any meeting at which any such contract or arrangement is under consideration; and Regulations 94 and 95 of Table A shall be modified accordingly.

7. In the case of an equality of votes at any Directors Meeting the Chairman of the Meeting shall not have a second or casting vote and Regulation 88 of Table A shall be modified accordingly.

TRANSFER OF SHARES

8. A member desiring to transfer shares otherwise than to the Company shall first give notice in writing handed personally or sent by registered or recorded delivery post to the Registered Office of the Company and to the last known addresses of the Directors and all Shareholders of the Company of such intention, giving full particulars of the shares in question. The Directors as agent for the member giving such notice may dispose of such shares or any of them to members of the Company in a direct and pro rata proportion to their existing holdings at a price to be agreed between the transferor and the Directors or failing agreement at a price fixed by the Auditors of the Company as a fair value thereof. If within 28 days of the date of the said notice the Directors are unable to find a member willing to purchase all such shares on such conditions then but not before then the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice, but the Directors may in their absolute discretion and without assigning any reason therefore decline to register any such transfer whether or not it is in respect of a fully paid up share or shares and Regulation 24 of Table A shall be modified accordingly.

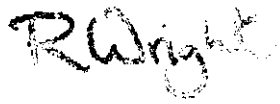
THE COMPANY SEAL

9. If the Company has a seal it shall only be used with the authority of the Directors or a committee of Directors. Any instrument to which the seal is affixed shall be signed by a Director and by the Secretary or second Director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall only apply if the Company has a Seal. Regulation 101 of Table A shall not apply to the Company. The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

PROCEEDINGS AT MEETINGS

10. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or any member in person or proxy and Regulation 46 of Table A shall be modified accordingly. In the event of an equality of votes the Chairman shall not have a second or casting vote and Regulation 50 of Table A shall not apply to the Company.

Name and address of subscriber



Temples (Prof. Services) Ltd
152/160 City Road London EC1

Dated this 11 March 2002

Witness to the above signature

John Carter
7 Kemp House
160 City Rd
London EC1