

FILE COPY



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

Company No. 4784022

The Registrar of Companies for England and Wales hereby certifies that
ABACUS SALES RECRUITMENT 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 2nd June 2003



N04784022E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Declaration on application for registration

Company Name in full

ABACUS SALES RECRUITMENT LIMITED

I, REBECCA GEORGINA WILLIAMS
of THE GARDEN COTTAGE, WOOLF DRIVE, WOKINGHAMdo 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

FLAT 2, 10 JENNA ROAD, GUILDFORD, SURREY

Day Month Year

on

29 05 2003

Please print name.

before me

STEPHEN JAMES BALL

Signed

Date

29/05/03

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.

Rebecca Williams

The Garden Cottage, Woolf Drive, Wokingham

Berkshire RG40 1DX Tel 07932 375 951

DX number

DX exchange

A11
COMPANIES HOUSE0171
30/05/03When you have completed and signed the form please send it to the Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF14 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**

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

CHFP041

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

Company Name in full

ABACUS SALES RECRUITMENT LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

THE GARDEN COTTAGE

WOOLF DRIVE

Post town

WOKINGHAM

County / Region

BERKSHIRE

Postcode

RG40 1DX

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

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
that you give will be visible to
searchers of the public record.

MELVIN KEESHAN

THE GARDEN COTTAGE, WOOLF DRIVE, WOKINGHAM

RG40 1DX

Tel 07932 375 951

DX number

DX exchange

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

Companies House, Crown Way, Cardiff, CF14 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 ABACUS SALES RECRUITMENT LIMITED

NAME *Style / Title

MISS

*Honours etc.

*Voluntary details

Forename(s) REBECCA GEORGINA

Surname WILLIAMS

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

THE GARDEN COTTAGE

WOOLF DRIVE

Post town WOKINGHAM

County / Region BERKSHIRE

Postcode RG40 1DX

Country UNITED KINGDOM

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

Consent signature

Date 28 MAY 2003

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc.

Forename(s) MELVIN JOSEPH

Surname KEESHAN

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

THE GARDEN COTTAGE

WOOLF DRIVE

Post town WOKINGHAM

County / Region BERKSHIRE

Postcode RG40 1DX

Country UNITED KINGDOM

Day Month Year

Date of birth

01 07 1974

Nationality BRITISH

Business occupation

DIRECTOR

Other directorships

N/A

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

Consent signature

Date 28 MAY 2003

Directors (continued) (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	<input type="text"/>	*Honours etc.	<input type="text"/>						
*Voluntary details	Forename(s)	<input type="text"/>								
	Surname	<input type="text"/>								
	Previous forename(s)	<input type="text"/>								
	Previous surname(s)	<input type="text"/>								
† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address †	<input type="checkbox"/>								
		<input type="text"/>								
		<input type="text"/>								
	Post town	<input type="text"/>								
	County / Region	<input type="text"/>	Postcode	<input type="text"/>						
	Country	<input type="text"/>								
	Date of birth	<table border="1"><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td><input type="text"/></td><td><input type="text"/></td><td><input type="text"/></td></tr></table>	Day	Month	Year	<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality	<input type="text"/>
Day	Month	Year								
<input type="text"/>	<input type="text"/>	<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.

16553

L784022
100332

Company No.

THE COMPANIES ACTS 1985 AND 1989



PRIVATE COMPANY LIMITED BY SHARES

033002

MEMORANDUM OF ASSOCIATION

of

ABACUS SALES RECRUITMENT LIMITED

1. The Company's name is "ABACUS SALES RECRUITMENT LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are: -
 - (A) To carry on business as recruitment consultants in any field of commerce or business and to enter into any contracts or other arrangements of all kinds with persons having dealings with the Company on such terms and for such periods of time as the Company may from time to time determine and the doing of all such other things as are incidental or conducive to the attainment of that object; and to act as merchants generally.
 - (B) To carry on business as a general commercial company within the meaning of, and with all of the objects and powers specified in or permitted by, section 3A of the Companies Act 1985 in force on the date of this Memorandum of Association.



- (C) To carry on any other business or activity of any nature whatsoever which may seem to the Directors to be capable of being conveniently or advantageously carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view directly or indirectly to enhancing the value of or to rendering profitable or more profitable any of the Company's assets or utilising its skills, know-how or expertise.
- (D) To subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (E) To draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal with bills of exchange promissory notes, and other negotiable or transferable instruments or securities.
- (F) To purchase, or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind and to develop and turn to account and deal with the same in such manner as may be thought fit and to make experiments and tests and carry on all kinds of research work.
- (G) To build, construct, alter, remove, replace, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works, plants, factories, wharves, jetties, roads, buildings, structures or facilities of all kinds, whether for the purposes of the Company or for sale, letting or hire to or in return for any consideration from any company, firm or person, and to contribute to or assist in or carry out any part of any such operation.
- (H) To amalgamate or enter into partnership or any joint venture or profit/loss-sharing arrangement or other association with any company, firm, person or body.
- (I) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm, person or body carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (J) To promote, or join in the promotion of, any company, whether or not having objects similar to those of the Company.
- (K) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other

securities of any description.

- (L) To advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security.
- (M) To guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, for the performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business.
- (N) To issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.
- (O) To sell, lease, grant licences, easements and other rights over and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit and in particular for shares or other securities, whether fully or partly paid up.
- (P) To procure the registration, recognition or incorporation of the Company in or under the laws of any territory outside England.
- (Q) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely directly or indirectly to further the interests of the Company or of its members.
- (R) To establish and maintain or contribute to any pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any individuals who are or were at any time in the employment or service of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company, or who are or were at any time directors or officers of the Company or of any such other company, and the wives, widows, families and dependants of any such individuals; to establish and subsidise or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit any such persons or to further the interests of the Company or of any such other company: and to make payments for or towards the insurance of any such persons.

- (S) To establish and maintain or contribute to any scheme for the acquisition by trustees of shares in the Company or its holding company to be held by or for the benefit of employees (including any director holding a salaried employment or office) of the Company or (so far as for the time being permitted by law) any of the Company's subsidiaries and to lend money (so far as aforesaid) to any such employees to enable them to acquire shares of the Company or its holding company and to formulate and carry into effect any scheme for sharing profits with any such employees.
- (T) To 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, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance 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 or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund and, to such extent as may be permitted by law, otherwise to indemnify or to exempt any such person against or from any such liability. For the purposes of this subclause "holding company" and "subsidiary undertaking" shall have the same meanings as in the Companies Act 1985 as amended by the Companies Act 1989.
- (U) To distribute among members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any of the property or assets of the Company, or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any incident authorised and consent required by law.
- (V) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, subsidiary companies or otherwise, and either alone or in conjunction with others.
- (W) To do all such other things as may be considered to be incidental or conducive to any of the foregoing objects.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

4. The liability of the members is limited.
5. The Company's share capital is £1 divided into 1 share of £1.00, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

I, the sole Subscriber to this Memorandum of Association, wish to form a private company limited by shares 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 the
Subscriber

MELVIN JOSEPH KEESHAN
The Garden Cottage
Woolf Drive
Wokingham
RG40 1DX

One

Total Shares taken:

One

DATED the 28 day of May 2003

WITNESS to the above Signature: -

Name: REBECCA WILLIAMS

Address: THE GARDEN COTTAGE

WOOLF DRIVE

WOKINGHAM

Occupation: RG40 1DX

SOLE TRADER

Company No:

THE COMPANIES ACT 1985 AND 1989

COMPANIES LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

ABACUS SALES RECRUITMENT LIMITED

Interpretation

1. In these Articles:

“Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force,

“Table A” means the regulations contained in Table A Companies (Tables A to F) Regulations 1985 as amended.

Table A

2. The regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.
3. References in Table A and in these Articles to writing shall include typewriting, printing, lithography, photography, telex and fax messages and other means of representing or reproducing words in a legible and non-transitory form.

Shares and allotment

4. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.
5. The share capital of the company is £1 divided into 1 ordinary shares of £1 each.
6. The directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of Section 80)(2) of the Act).

7. The general authority conferred by Article 7 shall:
- 7.1 extend to all relevant securities of the Company unissued as at the date of adoption of these Articles;
 - 7.2 expire on the fifth anniversary of the adoption of these Articles unless varied or revoked or renewed by the Company in general meeting; and
 - 7.3 entitle the directors to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry thereof.
8. Subject to and without prejudice to the generality of the provisions of Article 13 any shares unissued at the date of the adoption of these Articles and shares hereafter created shall be under the control of the directors who may allot, grant options over or otherwise deal with or dispose of the same to such persons (including the directors themselves) on such terms and in such manner as they think fit, provided that no shares shall be issued at a discount.
9. In accordance with Section 91(1) of the Act, Section 89(1) and 90(1) to (6) inclusive of the Act shall be excluded from applying to the Company.

Lien and forfeiture

10. The lien conferred by Regulation 8 of Table A shall attach to fully paid as well as to partly paid shares, and to all shares registered in the name (whether as sole or joint holder) of any person indebted or under liability to the Company. The registration of a transfer of a share shall operate as a waiver of any lien of the Company on that share.
11. In Regulation 8 of Table A there shall be substituted for the words "any amount payable in respect of it" the words "all distributions and other moneys or property attributable to it"; and the same words shall be substituted in Regulation 19 for the words "all dividends or other moneys payable in respect of the forfeited shares".

Call on shares

12. The following sentence shall be added to the end of Regulation 15 of Table A: "Such persons shall also pay to the Company all expenses that may have been incurred by the Company by reason of such non-payment".

Proceedings at general meetings

13. Regulation 40 of Table A shall be deleted and the following substituted therefor:
- "No business shall be transacted at any meeting unless a quorum is present. One person entitled to vote being a member or duly authorised representative of a corporation shall be a quorum."

14. 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. Regulation 46 of Table A shall be modified accordingly.

Vote of members

15. A proxy shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be modified accordingly. An instrument appointing a proxy shall be deemed to confer authority to vote on any amendment or a resolution put to the meeting for which is it given as the proxy thinks fit and shall be valid as well for any adjournment of the meeting as for the meeting to which it relates.

Delegation of directors' powers

16. The following words shall be added after the words "one or more directors" in Regulation 72 of Table A:

"who 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 or directors of the Company".

Appointment, disqualification and removal of directors

17. The directors shall not be liable to retire by rotation.
18. A director shall not be required to hold any share qualification.
19. The reference to two in Regulation 64 shall be substituted by one to the effect that the minimum number of directors required shall be one.
20. The Company may by ordinary resolution appoint a person who is willing to act to be a director to either fill a vacancy or as an additional director.
21. 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 maximum number of directors (if there be any maximum) is not exceeded.
22. Whenever and so long as the Company shall be the subsidiary of another company (in this Article referred to as "**the Holding Company**") the following provisions shall apply to and to the extent of any inconsistency shall have overriding effect as and against all other provisions of these Articles:
 - 22.1 the Holding Company may at any time and from time to time appoint any person to be a director or remove from office any director however appointed but so that in the case of a managing director his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages in respect of the consequent termination of his executive office;

- 22.2 no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Holding Company;
- 22.3 any or all powers of the directors shall be restricted in such respects and to such extent as the Holding Company may by notice to the Company from time to time lawfully prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Holding Company by any two of its directors or by any one of its directors and its secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of directors have been in any way restricted hereunder or as to whether any requisite consent of the Holding Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party has at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the directors.

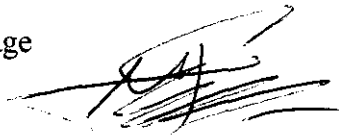
Proceedings of directors

23. Subject to the provisions of Section 317 of the Act, a director may vote on any contract or arrangement in which he is interested and on any matter arising therefrom and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration. Regulations 94 and 95 of Table A shall be modified accordingly and Regulation 96 shall not apply.
24. 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 those participating in the meeting can hear each other and participation in such meeting in this manner shall be deemed to constitute presence in person at such meeting.
-

NAMES AND ADDRESSES OF SUBSCRIBER

NUMBER OF SHARES TAKEN

Melvin Keeshan
The Garden Cottage
Woolf Drive
Wokingham
RG40 1DX



One

TOTAL NUMBER OF SHARES

One

DATED the 28 day of May 2003

WITNESS to the above Signature:-



Name REBECCA WILLIAMS

Address THE GARDEN COTTAGE

WOOLF DRIVE

WOKINGHAM

RG40 1DX

OCCUPATION: SOLICITOR