FILE COPY

CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY

Company No. 4943684

The Registrar of Companies for England and Wales hereby certifies that GALMARLEY 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 27th October 2003

N04943684P

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.

CHWP000

H9436 84

Company Name in full GALMARLEY LIMITED

I, PAUL GERARD TUSTAIN

of 53 DEWHURST ROAD

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

Declared at 103 Shepherds Bush Rd London W6

	Day	Month	Year
On	17	10	2003

before me ❶ CHARLES JOHN EDWARDS

❶ Please print name.

Signed **Date** 17-10-03

† 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.

MYERS SBNER AND DEANER
103 SHEPHERDS BUSH RD
LONDON W6 Tel 0207 602 4631
DX number 266 256 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**

AE65DPFQ
A48 0250
COMPANIES HOUSE 23/10/03

Form revised June 1998

Companies House
— for the record —

10

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 GALMARLEY LIMITED

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

53 DEWHURST ROAD

Post town LONDON

County / Region

Postcode W14 0ES

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 0

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

Tel 07966 447385

DX number DX exchange

A46 COMPANIES HOUSE 0248 28/10/03

A67 COMPANIES HOUSE 0293 09/10/03

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

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

Form April 2002

Company Secretary (see notes 1-5)

Company name: GALMARLEY LIMITED

NAME *Style / Title: MRS *Honours etc:

* Voluntary details

Forename(s): FRANCOISE JACQUELINE

Surname: TUSTAIN

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 ††: 53 DEWHURST ROAD

Post town: LONDON

County / Region: Postcode: W14 0ES

Country: UNITED KINGDOM

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

Consent Date: 17/10/03

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title: MR *Honours etc:

Forename(s): PAUL GERARD

Surname: TUSTAIN

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 ††: 53 DEWHURST ROAD

Post town: LONDON

County / Region: Postcode: W14 0ES

Country: UNITED KINGDOM

Date of birth (Day Month Year): 25 10 1962 **Nationality**: BRITISH

Business occupation: SOFTWARE DEVELOPER

Other directorships: SAM GROUP LTD, SAM SYSTEMS LTD, SAM BUSINESS SYSTEMS LTD.

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

Consent signature Date: 17/10/03

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title | *Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

Post town

County / Region | Postcode

Country

† 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.

Date of birth Day Month Year | **Nationality**

Business occupation

Other directorships

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

Consent signature | **Date**

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 Hannah Betts **Date** 25.9.03

Signed **Date** 28/9/03

Signed **Date** 4/10/03

Signed **Date** 30/9/03

Signed **Date** 2/10/03

Signed **Date** 22/09/03

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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NC 6 09 OCT 2003 £20 FEE PAID COMPANIES HOUSE

NC 4 23 OCT 2003 COMPANIES HOUSE

The Companies Acts 1985 - 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

Of

GALMARLEY LIMITED

A48 COMPANIES HOUSE 0247 23/10/03

A67 COMPANIES HOUSE 0291 09/10/03

1 The Company's name is GALMARLEY LIMITED

2 The Company's registered office is to be situated in England and Wales.

3 The objects for which the Company is established are:

(A) (i) to carry on business as a general commercial company;

(ii) to do all such things as are incidental or conducive to the carrying on of any trade or business by it.

(B) To purchase, take on lease or on hire or otherwise acquire, hold, develop, sell, hire out, grant leases or licences or otherwise dispose of or deal with real and personal property of all and any kinds and any interest, right or privilege therein, for such consideration and on such terms as may be considered expedient.

(C) To purchase, subscribe for or otherwise acquire, and hold and deal with, any shares, stocks, debentures, bonds or securities of any other company.

(D) To sell or otherwise dispose of the whole or any part of the business and/or undertaking of the Company, either together or in portions for such consideration and on such terms as may be considered expedient.

(E) To purchase or otherwise acquire and undertake, and to supervise and manage, all or any part of the business, property, assets and liabilities of any person or company.

(F) To invest and deal with the moneys of the Company not immediately required for the purpose of its business in or on such investments or securities and in such manner as may be considered expedient, and to dispose of or vary any such investments or securities.

(G) To enter into any partnership or into any arrangement for sharing profits or to amalgamate with any person or company carrying on or proposing to carry on any business.

(H) To lend or advance money or give credit to such persons or companies and on such terms as may be considered expedient, and to receive money on deposit or loan from any person or company.

(I) To borrow and raise money and to obtain and utilise banking facilities of any nature on any terms and for any purposes whatsoever, including but not limited to facilities for the issue by any bank or financial institution of bonds, guarantees, indemnities, documentary and other credits to any person in respect of the obligations or purported obligations of the Company, and to give counter-indemnities on any terms to any banks or financial institutions issuing such bonds, guarantees, indemnities, documentary or other credits and to secure any debt or liability by mortgages of or charges upon all or any part of the undertaking, real and personal property, assets, rights and revenues (present or future) and uncalled capital of the Company and by the creation and issue on any terms of debentures, debenture stock or other securities of any description.

(J) To enter into any guarantee, bond, indemnity or counter-indemnity and otherwise give security or become responsible for the performance of any obligations or the discharge of any liabilities of or by any person or company in any manner on any terms and for any purposes whatsoever, whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other objects of the Company and in particular (without derogation from the generality of the foregoing) to guarantee, support or secure, by personal covenant or by mortgaging or charging all or part of the undertaking, real and personal property, assets and revenues (present and future) and uncalled capital of the Company, or by both such methods, or in any other manner whatsoever, the payment or repayment of any moneys secured by, or payable under or in respect of, any debts, obligations or securities whatsoever and the discharge of any liabilities whatsoever, including but not limited to those of any company which is for the time being a subsidiary or holding company of the Company or a subsidiary of any such holding company or is otherwise associated with the Company in business.

(K) To pay for any property, assets or rights acquired by the Company, and to discharge or satisfy any debt, obligation or liability of the Company, either in cash or in shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any other securities which

the Company has power to issue, or partly in one way and partly in another, and generally on such terms as may be considered expedient.

(L) To accept payment for any property, assets or rights disposed of or dealt with or for any services rendered by the Company, or in discharge or satisfaction of any debt, obligation or liability to the Company, either in cash or in shares, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in any other securities, or partly in one way and partly in another, and generally on such terms as may be considered expedient.

(M) To form, promote, finance or assist any other company, whether for the purpose of acquiring all or any of the undertaking, property and assets of the Company or for any other purpose that may be considered expedient.

(N) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, stocks, debentures, bonds and other securities of any company on such terms as to remuneration and otherwise as may be considered expedient.

(O) To apply for, purchase or otherwise acquire and hold, use, develop, sell, licence or otherwise dispose of or deal with patents, copyrights, designs, trade marks, secret processes, know-how and inventions and any interest therein.

(P) To draw, make, accept, endorse, negotiate, discount, execute, and issue promissory notes, bills of exchange, scrip warrants and other transferable or negotiable instruments.

(Q) To establish and maintain or procure the establishment and maintenance of, any pension, superannuation funds or retirement benefits schemes (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, emoluments and any other relevant benefits to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary or holding company of the Company or which is a subsidiary of any such holding company or is allied to or associated with the Company, or any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs, trusts or funds calculated to be for the benefit of, or to advance the interests and well being of, the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make

payments for or towards the insurance of any such persons as aforesaid, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid and without prejudice to the generality of the foregoing to act either alone or jointly as trustee or administrator for the furtherance of any of the aforesaid purposes.

(R) To establish, on and subject to such terms as may be considered expedient, a scheme or schemes for or in relation to the purchase of, or subscription for, any fully or partly paid shares in the capital of the Company by, or by trustees for, or otherwise for the benefit of, employees of the Company or of its subsidiary or associated companies.

(S) To the extent permitted by law, to give financial assistance for the purpose of the acquisition of shares of the Company or for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan, guarantee, indemnity, the provision of security or otherwise.

(T) To subscribe or guarantee money for any national, charitable, benevolent, public, general, political or useful object, and to undertake and execute any trusts the undertaking whereof may be considered expedient, and either gratuitously or otherwise.

(U) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority any rights, concessions, privileges, licences and permits, and to promote any legislation, as may be considered expedient.

(V) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.

(W) To remunerate any person or company rendering service to the Company in any manner and to pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company and of any other company formed, promoted, financed or assisted by the Company, or which the Company shall consider to be in the nature of preliminary expenses in relation to the Company or any such other company, including the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters.

(X) To carry on any business which, in the opinion of the Directors of the Company, may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects and to do all other things as may be incidental or conducive to the attainment of any of the objects of the Company.

(Y) To do all or any of the above things in any part of the world, either alone or in conjunction with others, and either as principals, agents, contractors, trustees or otherwise and either by or through agents, contractors, trustees or otherwise.

It is hereby declared (1) that the expressions "subsidiary" and "holding company" where they appear in this Clause shall have the meanings ascribed to those expressions by Section 736 of the Companies Act 1985; (2) that, where the context so admits, the word "company" in this Clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1985; and (3) that the objects specified in each of the sub-clauses of this Clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each defined the objects of a separate and distinct company.

4 The liability of members is limited to the amount (if any) for the time being unpaid on the shares held by them respectively.

5 The Company's share capital is £1,000,000 divided into 1,000,000 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 opposite our respective names.

Names and Addresses of Subscribers	Number of Shares taken by each Subscriber	Signature of each subscriber	Witness
Mrs Hannah Louise Betts, Of Sanderson's House, Lancing College, Lancing, West Sussex, BN15 0RW	2,750	Hannah Betts	Witness Full Name RICHARD ROGER BIGGS Address TIMBERSCOMBE HOE COURT LANCING BN15 0QX Signature Occupation DEPUTY HEADMASTER Date 25/9/03
Mrs Helen Mary Baron, Of Harvest Mead, Great Hormead, Hertfordshire, SG9 0PB	2,750	Helen Baron	Witness Full Name NIGEL ROBERT BARON Address HARVEST MEAD, GT. HORMEAD BUNTINGFORD, HERTS SG9 0PB Signature N.R.Baron Occupation FARMER Date 28/9/03
Mr Frederick Charles Peel, Of 4, Chartwell, 80 Parkside, Wimbledon, SW19 5LN	10,000		Witness Full Name EDWARD LESLIE FRITH. Address 27 CHARTWELL, 80 WIMBLEDON PARKSIDE LONDON. SW19 5LN. Signature Occupation RETIRED Date 30 SEP. 2003
SAM Group Limited, Of 22-24 Claremont Road, Surbiton, Surrey, KT6 4QU	1,750		Witness Full Name KAREN MARY CHAPMAN Address 40 COUTTS AVE CHESSINGTON SURREY KT9 1DA Signature Occupation OFFICE MGR Date 2/10/03.

Gregory James Tustain, Of The Two Brewers, 60 High Street, Ashwell, Hertfordshire, SG7 5NR	2,750		Witness Full Name JUSTINE KERSHAW TUSTAIN Address THE TWO BREWERS 60 HIGH ST ASHWELL HERTS SG7 5NR Signature Occupation TV EXECUTIVE Date 4.10.03
Mr Paul Gerard Tustain, Of 53 Dewhurst Road, London, W14 0ES	168,000		Witness Full Name COLIN HUGH GIBSON Address 55 DEWHURST RD LONDON W14 0ES Signature Occupation COMPANY DIRECTOR Date 22.09.03
Total Shares taken	188,000		

The Companies Acts 1985 - 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

Of

GALMARLEY LIMITED

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1. PRELIMINARY

1.1 Interpretation

In these articles:

(a) "Table A" means the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A - F) (Amendment) Regulations 1985;

(b) words and expressions bear the same meaning as they would do if contained in Table A;

(c) headings are included only for convenience and shall not affect meanings; and

(d) references to regulations are to regulations in Table A unless otherwise stated.

1.2 Table A to apply

Table A shall apply to the Company save insofar as excluded or varied hereby or inconsistent herewith and Table A (save as so excluded varied or inconsistent) and the articles hereinafter contained shall be the regulations of the Company.

2. SHARE CAPITAL

2.1 Authorised share capital

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

2.2 Allotment of shares

The shares of the company for the time being unissued, whether forming part of its original or present capital or not, shall be at the disposal of the directors, who shall have general and unconditional authority for a period of five years from the adoption of these articles to grant options over or otherwise dispose of these to such persons, at such times and on such terms as they shall think fit.

The directors are authorised for the purposes of section 80 of the Companies Act 1985 to allot, grant options over or otherwise deal with or dispose of any unissued shares of the Company to such persons on such terms and in such manner as the directors think proper up to a total issued share capital of the Company of £1,000,000 at any time during the period of five years from the date of incorporation (but the directors are authorised to allot securities after the expiry of the 5 years if they are allotted in pursuance of an offer or agreement made by the Company before the expiry of the 5 years).

The general authority conferred on the directors by the preceding article may be revoked, varied, renewed or further renewed (such renewal not to exceed a period exceeding 5 years) by an ordinary or other resolution of the Company in general meeting.

By virtue of section 91(1) of the Companies Act 1985, sections 89(1) and 90(1) to (6) of that Act shall not apply to any allotment of shares pursuant to the authority conferred by the two preceding articles.

3. PROCEEDINGS AT GENERAL MEETINGS

3.1 Conference telephones

Any member or member's proxy or duly authorised representative (being a corporation) may participate in a general meeting or a meeting of a class of members of the Company by means of conference telephones or similar communications system whereby all those participating in the meeting can hear and address each other. Such participation shall be deemed to constitute presence in person (or by proxy or authorised representative as appropriate) at such meeting for all purposes including that of establishing a quorum. A

meeting held by such means shall be deemed to take place where the largest group of participators in number is assembled. In the absence of such a majority the location of the chairman shall be deemed to be the place of the meeting.

4. DIRECTORS

4.1 Number of directors

The number of directors (unless the shareholders of the Company otherwise determine by ordinary resolution) shall not be fewer than one but shall not be subject to any maximum. Regulation 64 shall be modified accordingly. If there is only one director of the Company the quorum for the transaction of the business by the directors shall be one. Regulation 89 shall be modified accordingly.

5. THE SEAL

If the Company does not have a common seal regulation 1 shall be amended accordingly, the obligation in regulation 6 relating to the sealing of a share certificate shall not apply and regulation 101 shall not apply.

6. DIRECTORS' BORROWING POWERS

The directors may exercise all the powers of the Company to borrow or raise money without limit as to amount and upon such terms and in such manner as they think fit and to grant any mortgage or charge over its undertaking, property and uncalled capital, or any part thereof and subject in the case of any security convertible into shares to section 80 of the Act to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

7. NOTICE

Where a member has indicated in writing consent to receive notices by electronic means, and has provided an electronic address for this purpose, then any notice which might otherwise require a non-electronic delivery may be provided by these electronic means provided that the meaning of the notice is unaffected by the mode of delivery.

Names and Addresses of Subscribers	Number of Shares taken by each Subscriber	Signature of each subscriber	Witness
Mrs Hannah Louise Betts, Of Sanderson's House, Lancing College, Lancing, West Sussex, BN15 0RW	2,750		Witness Full Name RICHARD ROGER BIGGS Address TIMBERSCOMBE HOE COURT LANCING BN15 0QX Signature Occupation DEPUTY HEADMASTER Date 25/9/03
Mrs Helen Mary Baron, Of Harvest Mead, Great Hormead, Hertfordshire, SG9 0PB	2,750		Witness Full Name NIGEL ROBERT BARON Address HARVEST MEAD, GT. HORMEAD BUNTINGFORD, HERTS SG9 0PB Signature N.R. Baron Occupation FARMER Date 28/9/03
Mr Frederick Charles Peel, Of 4, Chartwell, 80 Parkside, Wimbledon, SW19 5LN	10,000		Witness Full Name EDWARD LESLIE FRITH. Address 27 CHARTWELL, 80 WIMBLEDON PARKSIDE, LONDON SW19 5LN Signature Occupation RETIRED. Date 30 SEP 2003.
SAM Group Limited, Of 22-24 Claremont Road, Surbiton, Surrey, KT6 4QU	1,750		Witness Full Name KARON MARY CHAPMAN Address 40 COUTTS AVE CHESSINGTON SURREY KT9 1DA Signature Occupation OFFICE MGR. Date 2/10/03

Gregory James Tustain, Of The Two Brewers, 60 High Street, Ashwell, Hertfordshire, SG7 5NR	2,750		Witness Full Name JUSTINE KERRIAN TUSTAIN Address THE TWO BREWERS 60 HIGH ST ASHWELL HERTS SG7 5NR Signature Occupation TV EXECUTIVE Date 4.10.03
Mr Paul Gerard Tustain, Of 53 Dewhurst Road, London, W14 0ES	168,000		Witness Full Name COLIN HUGH GIBSON Address 55 DEWHURST RD LONDON W14 0ES Signature Occupation COMPANY DIRECTOR Date 22.09.03
Total Shares taken	188,000		