FILE COPY

CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY

Company No. 5274371

The Registrar of Companies for England and Wales hereby certifies that
WOMEN LIKE US 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 1st November 2004

N05274371G

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

Company Name in full WOMEN LIKE US LIMITED

I, KAREN MATTISON

of 3 TWYFORD AVENUE, LONDON N2 9NU

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 Karen Mattison

Declared at CHEAPSIDE HOUSE, 138 CHEAPSIDE, LONDON EC2V 6BB

On Day 27 Month 10 Year 2004

before me ❶ GILES HUTCHINSON

❶ Please print name.

Signed G.J.L Hutchinson **Date** 27/10/2004

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

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.

Tel

DX number DX exchange

A14 0824
COMPANIES HOUSE 29/10/04

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
or LP - 4 Edinburgh 2

Companies House
for the record

NSC

10

First directors and secretary and intended situation of registered office

Please complete in typescript, or in bold black capitals.

CHWP000

Notes on completion appear on final page

5274371

Company Name in full WOMEN LIKE US LIMITED

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

PO BOX 49814
520 HIGHGATE STUDIOS

Post town LONDON

County / Region LONDON Postcode NW5 1YS

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

EMMA STEWART
42A FOX HILL, LONDON SW15 2XE
Tel 07768 893920

DX number DX exchange

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or LP - 4 Edinburgh 2

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COMPANIES HOUSE 29/10/04
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A32 0336
COMPANIES HOUSE 02/10/04

v 08/02

Company Secretary (see notes 1-5)

Company name: WOMEN LIKE US

NAME *Style / Title: MS *Honours etc:

* Voluntary details

Forename(s): EMMA JANE

Surname: STEWART

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 ††: 42A FOX HILL

UPPER NORWOOD

Post town: LONDON

County / Region: LONDON Postcode: SE19 2XE

Country: UK

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

Consent signature E J Stewart **Date** 27/9/2004

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title: MS *Honours etc:

Forename(s): EMMA JANE

Surname: STEWART

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 ††: 42A FOX HILL

UPPER NORWOOD

Post town: LONDON

County / Region: LONDON Postcode: SE19 2XE

Country: UK

Date of birth (Day Month Year): 26 06 1971 **Nationality**: BRITISH

Business occupation: FUNDRAISER

Other directorships: NONE

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

Consent signature E J Stewart **Date** 27/9/2004

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MS
	*Honours etc	
* Voluntary details	Forename(s)	KAREN SARA
	Surname	MATTISON
	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** ††	3 TWYFORD AVENUE
	Post town	LONDON
	County / Region	
	Postcode	N29NU
	Country	UK
	Date of birth (Day Month Year)	15 11 1968
	Nationality	ENGLISH
	Business occupation	FUNDRAISER.
	Other directorships	KAREN MATTISON ASSOCIATES.

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

Consent signature	Karen Mattison	**Date**	27/9/2004

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed	G Stewart	**Date**	27/9/2004
Signed	Karen Mattison	**Date**	27/9/2004
Signed		**Date**	
Signed		**Date**	
Signed		**Date**	
Signed		**Date**	
Signed		**Date**	

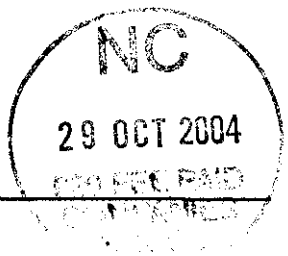
Companies Act 1985 and 1989

083438

E11 *ET19R00P* 0091
COMPANIES HOUSE 29/10/04

Women Like Us Limited

Memorandum of Association



1. The name of the company is Women Like Us Limited.

2. The registered office of the Company will be situated in England.

3. The objects for which the Company is established are:

   a) The Company is established to promote equal employment opportunities by maintaining, improving and advancing opportunities for women returners through the provision and delivery of flexible employment, training, advice, support and through various measures that support the development of social, community and other enterprises.

4. In furtherance of the above object, but not otherwise, the Company shall have the following powers:-.

   b) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings easements, rights, privileges, concessions, patent rights, licences, secret processes, property of any kind necessary or convenient for the purpose of or in connection with the Company's business or any branch or department thereof.

   c) To erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, ways, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

   d) To borrow or raise or secure the payment of money for the purpose of or in connection with the Company's business, and for the purpose of and in connection with the borrowing or raising of money by the Company to become a member of any building society.

   e) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and to issue at part or at a premium or discount, and for such consideration as may be thought fit, debentures and debenture stock, either permanent or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

   f) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such

obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose business or undertaking the Company is interested, whether directly or indirectly.

g) To receive money on deposit or loan upon such terms as the Company may approve and to guarantee the obligations and contracts of customers and others.

h) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

i) 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.

j) *To accept payment of any property or rights sold or otherwise disposed of or* dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, payment of capital, voting or otherwise, or in debentures or mortgage *debentures or debenture stock, mortgage or other securities of any company* or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and so hold, dispose of or otherwise deal with any shares, stocks or securities so acquired.

j) To establish or promote or concur in establishing or promoting any company the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of the Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

k) To make donations for social or charitable purposes, either in cash or assets, which the Company may deem expedient.

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

m) To sell, improve, manage, develop, turn to account, exchange, let on rent, ,grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

n) To obtain, acquire and purchase all necessary permits, licences or trade marks required for the purpose of enabling the Company to carry on its said business upon such terms and conditions as it may think fit.

o) And it is hereby declared that the objects specified in each paragraph of this

clause shall, except where otherwise expressed in such paragraph, be independent main objects and shall not be limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The income and property of the Company whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company.

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he/she is a member, *or within one year after he ceases to be a member, for payment of the debts* and liabilities of the Company contracted before he/she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

7. In the event of winding up or dissolution the Liquidator shall first, according to law, use the assets of the Company to satisfy its debts and liabilities. Any balance of assets remaining shall be transferred by the Liquidator to such other non-profit organisations having objects similar to or compatible with those of the aforementioned charity as may be determined at or before the time of winding up or dissolution.

We, the persons whose names and addresses are written below wish to be formed into a company under this memorandam and articles.

Signature, names and addresses of subscribers

G Stewart EMMA STEWARTS 42A FOX HILL, LONDON SE19 2XE

Karen Mattison KAREN MATTISON 3 TWYFORD AVE, LONDON N2 9NU

Dated 27th September 2004

Witness to above signatures Andrew Shindler

Name ANDREW SHINDLER

Address 1 ROOKFIELD AVENUE, MUSWELL HILL, N10 3TS

Occupation SOLICITOR

Companies Act 1985 and 1989

Articles of Association of

Women Like Us Limited

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1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 ("Table A") shall apply to the Company except to such extent as they are amended by these Articles.

INTERPRETATIONS

2 In these Articles:-
"the Act" means the Companies Act 1985 as amended by the Companies Act 1989 and any other amendments from time to time in force.
"the Company" means this Company.
"employee" means a person holding a permanent contract of employment with the Company or any subsidiary of the Company.
"subsidiary" has the meaning ascribed to it by section 736 of the Act.
"the Board [of Directors]" means all those persons for the time being appointed to serve as directors of the Company.
"Secretary" means any person appointed to perform the duties of the Secretary of the Company.
"the United Kingdom" means Great Britain and Northern Ireland.
"the Seal" means the Common Seal of the Company.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, photocopying and other modes of representing or reproducing words in visible form.
Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Unless the context requires otherwise, words or expressions contained in these Articles shall bear the same meaning as in the Act.

PRIVATE COMPANY

3. The Company is a private company and accordingly shall not offer to the public any shares in or debentures of Company nor shall it allot or agree to allot such shares or debentures with a view to their being offered for sale to the public.

GENERAL MEETINGS

4. Unless the Company has passed an Elective Resolution to the contrary, it shall in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it, providing that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

5. The Board or ten percent of the members for the time being may whenever they think fit convene an Extraordinary General Meeting of the Company. The notice of such a meeting must be given in accordance with Article 12 below and must state the objects of the meeting.

6. An Annual General Meeting or an Extraordinary General Meeting shall constitute a General Meeting of the Company.

7 Decisions at General Meetings shall be made by passing resolutions as follows:-
(a) Decisions involving an alteration to the Memorandum and Articles of Association of the Company and other decisions so required from time to time by statute shall be made by Special Resolution. A Special Resolution is one passed by a majority of not less than three-fourths of votes cast at a General Meeting.
(b) Decisions to dispense with the requirement to hold Annual General Meetings, or to re-appoint auditors annually, or to lay accounts before the Company in General Meeting shall be made by Elective Resolution. An Elective Resolution is one passed by all the members of the Company for the time being, testified by their signatures. Any Elective Resolution once passed may be revoked by a subsequent Ordinary Resolution.
(c) All other decisions shall be made by Ordinary Resolution requiring a simple majority of votes cast

NOTICES

8. An Annual General Meeting and a meeting called for the passing of a Special or an Elective Resolution shall be called by twenty-one days' notice at least. Any other General Meeting shall be called by fourteen days' notice at least.

9. In the case of an Annual General Meeting or a meeting called for the passing of a Special or an Elective Resolution, notice shall be given in writing to every member of the Company and to such persons who are entitled to receive notice by virtue of statute or Article 14 below and shall be given personally or by sending it by post to him/her or his/her registered office or any address given by him/her for this purpose within the United Kingdom.

10. The auditors of the Company shall receive notice of all General Meetings.

11. The Company in General Meeting may decide from time to time to invite by notice any person to a General Meeting of the Company with or without speaking rights and without voting rights.

12. Notice shall be exclusive of the day on which it is served or given and shall specify the place and exact time of the meeting and the general nature of the business to be raised thereat.

13. Where notice is sent by post, the notice shall be deemed to be served by properly addressing, prepaying and posting the notice and to have been served at the expiration of forty-eight hours after notice has been posted.

14. The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. No business shall be transacted at a General Meeting unless a quorum of members is present. Two members shall be the quorum.

16. If within half an hour from the time appointed for the meeting a quorum is not present it shall stand adjourned to the same day in the next week at the same time and same place or otherwise as the Company in General Meeting may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

17. The Annual General Meeting may elect a Chairperson of the Company who shall serve until the following Annual General Meeting. If there be such an elected Chairperson, then s/he shall preside at every General Meeting of the Company, but if there is no such Chairperson or if s/he is not present at a General Meeting, a Chairperson shall be elected at the commencement of the meeting by all those present and entitled to vote.

18. The Chairperson may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place.

19. Subject to the provisions of the Act a resolution in writing signed by all the members shall be as valid and effective as if the same had been passed at a General Meeting duly convened and held and may consist of several documents in the same form, each signed by one or more members.

20. Votes may only be given personally by members. Proxy voting is not permitted.

BOARD OF DIRECTORS

21. Unless otherwise determined by Company in General Meeting the number of members of the Board shall not be less than two or more than twelve.

22. The initial members of the Board from incorporation until the first Annual General Meeting shall be determined in writing by the subscribers of the Memorandum of Association.

23 Each shareholder shall appoint at one Board member, in addition Board members may be appointed to serve to represent different interest groups or skills at the discretion of the shareholders.

24. Board members shall have their appointments reviewed annually, on expiration of office a Board member may be eligible for re-appointment

25. A Board member shall not vote in respect of any contract in which he/she is directly or indirectly interested or any matter arising therefrom and if he/she does so vote his/her vote shall not be counted except that nothing in this Article shall prevent a member of the Board voting in respect of his/her own contract of employment or in respect of any payments to members for services rendered to the Company or in respect of any borrowings of the Company secured by any personal guarantee given by any member of the Company.

26. The office of a member of the Board shall be vacated if:
    (a) he/she resigns his/her office in writing to the Company; or
    (c) he/she is absent from three successive meetings of the Board without the permission of the Board and the Board resolves by a majority that the office is to be vacated; or
    (d) he/she becomes bankrupt or of unsound mind; or
    (e) he/she is removed from office by resolution of the Company in General Meeting in accordance with section 303 of the Act.

POWERS AND DUTIES OF THE BOARD

27. The business of the Company shall be managed by the Board who may pay all expenses of the formation of the Company as they think fit and may exercise all such powers of the Company and do all such acts on behalf of the Company as may be exercised and done by the Company and as are not by statute or by these Articles required to be exercised or done by the Company in General Meeting.

28. No regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid had that regulation not been made.

29. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed in such manner as the Board shall from time to time determine.

30. Without prejudice to its general powers the Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

31. The Board shall ensure the full democratic participation by all members of the Company by providing training and development programmes in democratic management and participation and by allowing all members to take part in such programmes.

PROCEEDINGS OF THE BOARD

32. Members of the Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairperson shall have a second or casting vote.

33. The Secretary shall on the requisition of two or more Board members summon a

meeting of the Board at any reasonable time.

34. The quorum necessary for the transaction of business of the Board shall be two members or fifty per cent of the Board, whichever is the greater.

35. If the Board shall at any time be reduced in number to less than the minimum prescribed in these Articles, it may act as the Board for the purpose of filling vacancies in their body or summoning a General Meeting of Company but for no other purpose.

36. If the Annual General Meeting has elected a Chairperson, s/he shall preside at all meetings of the Board, but if there is no such Chairperson or if s/he is not present at a meeting, the Board shall choose one of their number present to be Chairperson for that meeting.

37. The Board shall cause proper minutes to be made of the proceedings of all meetings of the Company, of the Board and of any sub-committee and all business transacted at such meetings. All such minutes shall be open to inspection by any member of the Company and by any other person authorised by the Company in General Meeting.

38. A resolution in writing signed by all Board members for the time being who are entitled to vote shall be as valid and effective as if it had been passed at a meeting of the Board and may consist of several documents in the same form each signed by one or more Board members.

39. The Board may delegate any of its powers to sub-committees consisting of such members of the Company and others as it thinks fit. Any sub-committee so formed shall conform to any regulations that may be imposed on it by the Board.

SECRETARY

40. The Secretary shall be appointed and may be removed by the Board. Anything which has to be done by or to a Board member and the Secretary shall not be done by one person acting in both capacities.

THE SEAL

41. If the Company has a Seal, the Board shall provide for its safe custody. The Seal shall only be used by the authority of the Board acting on behalf of the Company. Every instrument to which the Seal shall be attached shall be signed by a Board member and countersigned by a second member or the Secretary.

ACCOUNTS

42. The Board shall cause proper accounts to be kept with respect to:-
    (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place; and
    (b) all sales and purchases of goods by the Company; and
    (c) the assets and liabilities of the Company.

    Proper accounts shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.

43. The accounts shall be kept at the registered office of the Company or at such other places as the Board think fit, and shall always be open to the inspection of all members of the Company during their working hours and by such other persons authorised by the Company in General Meeting.

44. The Board shall from time to time in accordance with their statutory obligations cause to be prepared and laid before the Company in General Meeting such profit and loss accounts, balance sheets and reports as are required by statute.

45. In addition the Board shall prepare and present the members with such regular trading accounts showing so far as is possible the current financial results of the Company as the Company in General Meeting shall require to be laid before them.

46. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Company in General Meeting, together with the auditor's report, shall not less than twenty-one days before the date of the meeting be sent or delivered to every member, shareholder, the auditors and every holder of debentures of the Company, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debenture.

AUDIT

47. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

48. Auditors shall be appointed and their duties regulated in accordance with Sections 384 to 392 of the Act, the Board members being treated as the directors mentioned therein.

PROFIT OF THE COMPANY

49. The profit of the Company shall be applied as follows, in such proportion and in such a manner as the General Meeting shall decide from time to time following a recommendation from the Board:-
    (a) Towards the promotion of the objects of the Company as set forth in this Memorandum of Association
    (b) Secondly, to a general reserve for the continuation and development of the Company

INDEMNITY

50. Every member or auditor or officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities incurred by him/her in or about the execution and discharge of the duties of his/her office, except to the extent that such losses or liabilities shall be attributed to either:-
    (a) fraud or other matters in respect of which such person concerned shall be convicted of a criminal offence; or

(b) negligence; or
(c) actions knowingly beyond the scope of a specific authority or limit thereon on the part of such person.

DISSOLUTION

51. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these Articles.

We, the persons whose names and addresses are written below wish to be formed into a company under this memorandam and articles.

Signature, names and addresses of subscribers

E Stewart EMMA STEWART 42A FOX HILL, LONDON SE19 2XE

Karen Mattison KAREN MATTISON - 3 TWYFORD AVE, LONDON, N2 9NU

Dated 27/10/2004

Witness to above signatures G. J. C. Hutchinson

Name GILES HUTCHINSON

Address 14 HIGH STREET, OLD WOKING, WOKING GU22 9ER

Occupation SOLICITOR