



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 5591994

The Registrar of Companies for England and Wales hereby certifies that
OPEN REACH 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 13th October 2005



N0 5591994E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



Companies House

— *for the record* —

Electronic statement of compliance
with requirements on application
for registration of a company
pursuant to section 12(3A) of the
Companies Act 1985

Company number

5591994

Company name

OPEN REACH LIMITED

I,

UKBF NOMINEE DIRECTOR LIMITED

of

CO UKBF LIMITED
OFFICE 2
16 NEW STREET
STOURPORT-ON-SEVERN
WORCESTERSHIRE
DY13 8UW

a

person named as a director of the company in the
statement delivered to the registrar of companies
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section
12(3A) of the Companies Act 1985

Statement:

I hereby state 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.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies
electronically and authenticated in accordance with the registrar's
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to
criminal prosecution



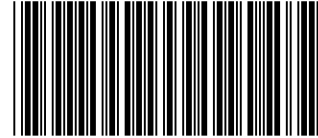
Companies House

— for the record —

10(ef)

**First directors and secretary and
intended situation
of registered office**

Received for filing in Electronic Format on the: **13/10/2005**



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*Company Name
in full:* **OPEN REACH LIMITED**

*Proposed Registered
Office:* **CO UKBF LTD
OFFICE 2
16 NEW ST
STOURPORT-ON-SEVERN
WORCESTERSHIRE
DY13 8UW**

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **UK BUSINESS FORMATIONS LTD JANE
ADEY**

Agent's Address: **CO UKBF LTD
OFFICE 2
16 NEW ST
STOURPORT-ON-SEVERN
WORCESTERSHIRE
ENGLAND
DY13 8UW**

Company Secretary

Name **UKBF NOMINEE COMPANY SECRETARY LIMITED**

Address: **CO UKBF LIMITED
OFFICE 2
16 NEW STREET
STOURPORT-ON-SEVERN
WORCESTERSHIRE
DY13 8UW**

Consented to Act: **Y** *Date authorised:* **13/10/2005** *Authenticated:* **Y**

Electronically Filed Document for Company number: **5591994**

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Director 1:

Name **UKBF NOMINEE DIRECTOR LIMITED**

Address: **CO UKBF LIMITED
OFFICE 2
16 NEW STREET
STOURPORT-ON-SEVERN
WORCESTERSHIRE
DY13 8UW**

Consented to Act: **Y** *Date authorised* **13/10/2005** *Authenticated:* **Y**

Authorisation

Authoriser Designation: **SUBSCRIBER** *Date Authorised:* **13/10/2005** *Authenticated:* **Yes**

The Companies Act 1985 to 1989
A Private Company Limited by Shares

Memorandum and Articles of Association of
OPEN REACH LIMITED

1. The Company shall be known as OPEN REACH LIMITED.
2. Whose Registered Office is in England and Wales.
3. Has the following objects without prejudice to the objects and powers of the company derived from any statute and the company may: -
 - (a) Engage in any trade business or enterprise as a general commercial Company or carry out any activity directly concerned with or ancillary to that object which the Directors of the Company may at their discretion from time to time determine for the general benefit of the members of the Company.
 - (b) Purchase acquire or take options over any property rights or privileges of any kind and deal with all or any part of the property and rights of the Company
 - (c) Apply for, register, purchase, acquire maintain renew and dispose of in any way, secret processes, patents, patent rights, trade marks, designs, brevets d'invention, licences, protections and concessions anywhere in the World and alter, use, sell, manufacture under licence or grant licences or privileges and experiment on or modify any of the above
 - (d) Acquire by any method the whole or any part of any other business and as part of the consideration for such acquisition to undertake any liability of such business
 - (e) Invest and deal with the monies, financial instruments, electronic funds, assets and liabilities of the Company, deal with and manage investments in such a manner as may at the discretion of the Directors be considered appropriate, deal with and manage investments, lend or give credit on any terms, guarantee indemnify and offer surety, receive money on deposit and loan on any terms from any person, firm company or corporation including any undertakings associated with the Company, raise money in any manner and secure for the sums borrowed by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets and by the same methods guarantee the performance by the Company of any obligations or liabilities which are binding upon it, issue and deal with cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments

- (f) Subscribe for, purchase or acquire, hold and deal with shares, stocks, debentures, debenture stocks, bonds, obligations or securities on debentures, issued or guaranteed by any other company or Government or authority anywhere in the World
- (g) Assist in any way any organisation with which the Company has or is seeking a direct or indirect financial interest and to promote any other Company for the purpose of acquiring the whole or any part of the business or any of the liabilities of the business which may at the Director's discretion appear to benefit the members of the Company.
- (h) Sell or dispose of the whole or any part of the Company for such consideration as the Company may think fit.
- (i) Act as subcontractors, agents representatives or trustees for any person, business or organisation, in any part of the world and to appoint others to act as subcontractors, agents representatives or trustees of the Company
- (j) Remunerate any person, business or organisation for providing goods or services to the Company either by monetary payment or by allotment to them of shares in the Company which may be considered as paid up in full.
- (k) Distribute among the members of the Company any property of the Company.
- (l) Pay any expenses incurred in connection with the business including formation and incorporation costs and any commissions.
- (m) Support any Charity and to support any Institution, Society or Club which may be for the direct or indirect benefit of the Company its Directors or its employees.
- (n) Award benefits including pensions, insurances, annuities, gratuities, profit sharing schemes, share purchase schemes or charitable aid to any person who is or has been an employee or a Director of the Company and also to their dependants.
- (o) Promote the Company to be recognised or registered in any part of the World.
- (p) Carry out the objects of the Company anywhere in the World either as principals, agents, contractors or otherwise and by or through agents, brokers, subcontractors or otherwise and either alone or in conjunction with others.
- (q) To do all things conducive to the attainment of the Company's objects.
- (r) All of the above Clauses shall be given the widest interpretation and no Clause shall be restricted in any way by any other Clause.

(s) If any Clause or part of a Clause shall be unenforceable for any reason whatsoever this shall be without prejudice to the remainder of that Clause and all other Clauses.

4. The liability of the members is limited.
5. The Company's share capital is £1000.00 divided into 1000 shares of £1.00 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 on page (3) of this document

Name(s) and Address(es) of Subscriber(s)

Date: 13 October 2005

UKBF Nominee Company Secretary Limited,

co UKBF Limited, Office 2, 16 New Street, Stourport-on-Severn, Worcestershire,
DY13 8UW

Number of Shares taken: 1

UKBF Nominee Director Limited,

co UKBF Limited, Office 2, 16 New Street, Stourport-on-Severn, Worcestershire,
DY13 8UW

Number of Shares taken: 1

The total number of shares allocated to the subscribers is 2

**THE COMPANIES ACT 1985 TO 1989
A PRIVATE COMPANY LIMITED BY SHARES**

**Articles of Association of
OPEN REACH LIMITED**

INTERPRETATION

1. The Regulations described in Table A of the Companies Act shall apply to the Company unless they are varied or excluded by these Articles of Association. Reference to “the Act” means the Companies Act 1985 or any statutory modification or re-enactment currently in force.

SHARES

2. (a) The lien provided for by Clause 8 in Table A shall also apply to fully paid up shares, and the Company shall have a first lien on any shares registered in the name of any person indebted to the Company including those held in joint names

(b) Clause 18 of Table A shall be amended to allow the company to claim any expenses incurred as a result of an unpaid call

TRANSFER OF SHARES

3. Sentence 1 of Clause 24 of Table A shall be amended so as to allow the Directors to refuse to register the transfer of any share without giving any reason for their decision.

ALLOTMENT OF SHARES

4. Shares (other than the authorised share capital with which the Company was incorporated) shall be offered first to the members in proportion to the number of existing shares held by them unless the Company determines otherwise by special resolution. Notice in writing shall be given in respect of such a share offer which will specify the number of shares being offered and the period for accepting such an offer. That period shall not be less than 14 days. Shares deemed to have been declined shall be offered in proportions to the persons who have accepted all of the shares offered to them. Such further offer shall be made in identical terms. Any share not accepted pursuant to the further offer or not capable of being offered shall be put under the control of the Directors who may dispose of the shares on such terms as they deem fit provided that such shares are not disposed of on terms which are more favourable to the subscribers than the terms offered to the members.

5. Sections 89 (1) and Section 90 (1) to (6) inclusive of the Act shall not apply to the Company as allowed by Law.

6. The Directors have the authority for the purposes of Section 80 of the Act to allot rights or subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated up to five years from the date of incorporation. The Directors may, after that period, allot any shares or grant rights under their authority in pursuance of an offer or agreement. This authority may at any time be renewed revoked or varied by ordinary resolution of the Company.

MEETINGS AND VOTING

7. A notice convening a General Meeting shall comply with statutory provisions requiring that members be advised of their right to appoint proxies and that such notices shall be sent to the Directors and auditors of the Company.

8. If the Company has only one member that member present in person or by proxy or by other corporate representative shall be a quorum.

9. A meeting or voting at a meeting can only take place if a quorum is present. A quorum shall be two and this may be comprised of one or more or any combination of members or proxies for members or authorised representatives of a member corporation.

10. If a quorum is not present within half an hour from the time appointed for the start of the general meeting then that meeting shall be adjourned to the same day of the week in the next week at the same time and place or at such other time and place to be reasonably determined by the Directors. If at the adjourned general meeting a quorum is not present within half an hour from the time appointed for the start of the general meeting then the meeting shall be dissolved.

11. Save for the purposes of Sections 303 and 391 of the Act if the company has only one member and that member makes a decision by means of a written resolution at a general meeting then that decision shall be valid.

12. A decision taken by a sole member shall be recorded in writing and entered into the Company's Minute Book.

APPOINTMENT AND REMOVAL OF DIRECTORS FROM THE BOARD

13. Clause 64 in Table A shall be disapplied and there shall be no maximum number of Directors unless determined by resolution in general meeting.

14. Clause 89 in Table A shall be varied when the Company only has one Director and then that Director shall have the authority to exercise all the powers stated by these Articles and as may be granted to Directors generally.

15. Clauses 73 up to and including Clause 80 in Table A concerning the retirement of Directors in rotation shall not apply to the Company.

16. A Director may not be appointed at general meeting unless he is: -

- (a) approved by the Directors or
- (b) not less than 14 or more than 35 clear days before the general meeting proposed by notice signed by a member qualified to vote and being received by the Company indicating the intention of that member to propose that person for appointment together with the notice signed by that person of his willingness to be appointed if so elected.

17. The Company may by ordinary resolution in general meeting appoint any person willing to act as a Director up to the maximum number allowed.

18. The Directors may appoint a Director provided that the total number of Directors determined by paragraph (13) above is not exceeded.

19. In the event of the death of a member that results in the Company having no members and no Directors then the personal representatives of the Deceased shall have the right by notice in writing to appoint a person to be a Director of the Company.

AUTHORITY TO RAISE FINANCE

20. Provided always that the Directors comply with Section 80 of the Act there shall be no limits upon the Directors with regard to the amount of any borrowing they may authorise or the terms related to the borrowings or security.

MEETINGS AND VOTING BY DIRECTORS

21. Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company and a Director may vote at any meeting of the Directors, on any resolution even if he has an interest in the matter. The Directors vote shall be counted and shall be taken into account in calculating the quorum present at the meeting.

ALTERNATE DIRECTORS

22. An alternate Director shall not receive any payment or benefit from the Company. Any payment in accordance with this Clause shall be made by the appointing Director who may by notice in writing direct the Company that payment be made to the alternate Director instead of the Director who appointed the alternate Director. The first sentence of Clause 66 in Table A shall be varied.

23. Any person defined in accordance with Clause 65 of Table A or a Director may act as an alternate Director for the purposes of representing one or more Directors. Where a persons acts as an alternate Director they shall be entitled to cast a vote for each and every Director that they have been requested to represent and they may also cast a vote for themselves if they are also a Director. In calculating whether a quorum is present a Director shall not be entitled for the purposes of this Clause to count themselves more than once.

GRATUITIES AND PENSIONS

24. The Directors may exercise the powers of the Company conferred by the Memorandum of Association of the Company and will accordingly be entitled to retain any benefits received by them by reason of the exercise of any such powers.

25. Clause 87 in Table A shall not apply to the Company.

THE SEAL

26. If the Company does not possess a seal then Clause 6 of Table A shall not apply to the sealing of share certificates.

INDEMNITY

27. Clause 118 in Table A shall be disapplied and every Officer of the Company shall be indemnified out of the assets of the Company against any losses or liabilities sustained in the execution of their duties.

Name(s) and Address(es) of Subscriber(s)

Date: 13 October 2005

UKBF Nominee Company Secretary Limited,

co UKBF Limited, Office 2, 16 New Street, Stourport-on-Severn, Worcestershire,
DY13 8UW

UKBF Nominee Director Limited,

co UKBF Limited, Office 2, 16 New Street, Stourport-on-Severn, Worcestershire,
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