

FILE COPY



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

Company No. 5861009

The Registrar of Companies for England and Wales hereby certifies that
TAYVIN 360 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 28th June 2006



N05861009G



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B

PEAPOD SOLUTIONS LTD.

12

Please complete in typescript,
or in bold black capitals.

CHFP004

Declaration on application for registration

Company Name in full

TAYVIN 360 LIMITED

I, PARMJIT BHOGAL

of 42 STURTON STREET, CAMBRIDGE, CB1 2QA

[†] Please delete as appropriate.

do solemnly and sincerely declare that I am a[†] [Solicitor engaged in the formation of the company] ~~person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985~~ and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

TAYLOR VINTERS, MERLIN PL, MILTON RD, CAMBRIDGE

Day Month Year

On

26 06 2006

* Please print name.

before me *

JILL ALLEN

Signed

J Allen

Date

26 / 06 / 2006

[†] ~~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.

TAYLOR VINTERS

COMPANY COMMERCIAL GROUP
MERLIN PLACE
MILTON ROAD

CAMBRIDGE CB4 0DP Tel 01223 423 444

DX number 724560

DX exchange CAMBRIDGE 12

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 5BB
or LP - 4 Edinburgh

2

A14
COMPANIES HOUSE

27/06/2006

Form revised 10/03

Please complete in typescript,
or in bold black capitals.

CHFP004

Notes on completion appear on final page

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

5861009

Company Name in full

TAYVIN 360 LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

MERLIN PLACE

MILTON ROAD

Post town

CAMBRIDGE

County / Region

CAMBRIDGESHIRE

Postcode

CB4 0DP

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

TAYLOR VINTERS

Address

MERLIN PLACE

MILTON ROAD

Post town

CAMBRIDGE

County / Region

CAMBRIDGESHIRE

Postcode

CB4 0DP

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.

TAYLOR VINTERS

MERLIN PLACE

MILTON ROAD CAMBRIDGE CB4 0DP

Tel 01223 423 444

DX number 724560

DX exchange CAMBRIDGE 12

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

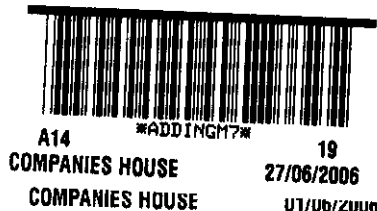
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh
2

Peapod Solutions Ltd.

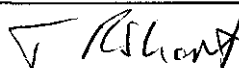


A14
COMPANIES HOUSE
COMPANIES HOUSE

19
27/06/2006
01/06/2006

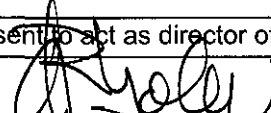
v 08/02

Company Secretary (see notes 1-5)

Company name		TAYVIN 360 LIMITED	
NAME	*Style / Title	MR	*Honours etc
	Forename(s) JOHN RICHARD		
Surname		SHORT	
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 COTTATE, CHURCH LANE	
		LOLWORTH	
		Post town	CAMBRIDGE
		County / Region	CAMBRIDGESHIRE
		Postcode	CB3 8HE
	Country		
I consent to act as secretary of the company named on page 1			
Consent signature			Date 30/05/06

Directors (see notes 1-5)

Please list directors in alphabetical order

†† 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 ††	NAME	*Style / Title	MR	*Honours etc
		Forename(s)		QUENTIN ROBERT	
		Surname		GOLDER	
		Previous forename(s)			
		Previous surname(s)			
		17 BROAD LANE			
		HASLINGFIELD			
		Post town	CAMBRIDGE		
		County / Region	CAMBRIDGESHIRE	Postcode	CB3 7JF
		Country			
Date of birth		Day	Month	Year	Nationality
		1 5	1 0	1 9 6 3	NEW ZEALAND
Business occupation		SOLICITOR			
Other directorships		SEE ATTACHED LIST			
I consent to act as director of the company named on page 1					
Consent signature				Date 30/05/06	

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.

JOHN RICHARD SHORT
DIRECTORSHIPS

<u>STOCK COMPANY NAME</u>	<u>COMPANY NO</u>	<u>NEW COMPANY NAME</u>	<u>DIRECTOR: JRS</u>	<u>RESIGNATION DATE</u>
TAYVIN 98 LIMITED	3486252	CAMBRIDGE MOLECULAR LIMITED	YES	23.01.01
TAYVIN 108 LIMITED	3536611	CAMBRIDGE COMMERCIAL MEDIATION SERVICES LIMITED	YES	DISSOLVED 14/01/2003
TAYVIN 130 LIMITED	3656794	TAP ESOP MANAGEMENT LIMITED	YES	
TAYVIN 137 LIMITED	3675267	EAST ANGLIAN MEDIATION SERVICES LIMITED	YES	
TAYVIN 151 LIMITED	3746729	PERSONAL INJURY MEDIATION SERVICES LIMITED	YES	
TAYVIN 158 LIMITED	3794353	(N/A)	YES	DISSOLVED 23/10/2001

TAYVIN 171 LIMITED	3880026	ALZHEIMER'S RESEARCH TRADING LIMITED	YES	
TAYVIN 174 LIMITED	3879576	INTERNET BEST SOLUTION LIMITED	YES	DISSOLVED 11/09/2001
TAYVIN 188 LIMITED	3977981	(N/A)	YES	DISSOLVED 04/12/2001

TAYVIN 213 LIMITED	4072264	LUMENIA TECHNOLOGY LIMITED	YES	07/09/2001
TAYVIN 214 LIMITED	4054923	M-SPATIAL	YES	15.05.2001
TAYVIN 219 LIMITED	4076534	CAMBRIDGE INFORMATION TECHNOLOGY	YES	20.06.2001
TAYVIN 221 LIMITED	4121567	ACETT-DETEKTIVE-DEUTSCHLAND LIMITED	YES	20.02.2001
TAYVIN 222 LIMITED	4121480	BRYNTOWY TRUSTEES LIMITED	YES	28.12.2000
TAYVIN 223 LIMITED	4121846	CQOS LIMITED	YES	04.01.2001
TAYVIN 224 LIMITED	4121564	GEODE LIMITED	YES	04.01.2001
TAYVIN 225 LIMITED	4121765	TELESCOPIX LIMITED	YES	27.04.2001
TAYVIN 226 LIMITED	4136467	ANGLIAN BAKERY & CATERING SUPPLIES LIMITED	YES	21.09.2001
TAYVIN 227 LIMITED	4136335	WILDLIFE ENVIRONMENTAL LIMITED	YES	22.02.2001
TAYVIN 228 LIMITED	4136338	COSTESSEY DEVELOPMENTS LIMITED	YES	27.11.2001
TAYVIN 229 LIMITED	4136336	PERSHORE FARMING LIMITED	YES	12.10.2001
TAYVIN 230 LIMITED	4136523	MAY GURNEY COSTESSEY LIMITED	YES	12.10.2001
TAYVIN 231 LIMITED	4136312	ELYVATE LIMITED	YES	23.02.2001
TAYVIN 232 LIMITED	4136241	H&Q FARMING LIMITED	YES	12.10.2001

TAYVIN 233 LIMITED	4136527	LIQUID DROP LIMITED	YES	12.03.2001
TAYVIN 234 LIMITED	4136419	J.E.B. MUNITIONS LIMITED	YES	13.02.2003
TAYVIN 235 LIMITED	4136310	ADVANCED IMAGING PRODUCTS LIMITED	YES	02.07.2001
TAYVIN 236 LIMITED	4241492	MALTON FARMING COMPANY LIMITED	YES	12.10.2001
TAYVIN 237 LIMITED	4241551	MARCH CFC LIMITED	YES	07/02/02
TAYVIN 238 LIMITED	4241488	THRIPOW STORES LIMITED	YES	30.10.2002
TAYVIN 239 LIMITED	4241561	LIGHT BLUE CONSULTING LIMITED	YES	28.10.2001
TAYVIN 240 LIMITED	4241553	ANDERSONS-EAST LIMITED	YES	06.09.2002
TAYVIN 241 LIMITED	4296286	LEDA INVESTMENTS LIMITED	YES	19.10.2001
TAYVIN 242 LIMITED	4296288	PHARMION HOLDINGS LIMITED	YES	06.11.2001
TAYVIN 243 LIMITED	4296290	NICELY CRAFTED ENTERTAINMENT LIMITED	YES	20.12.2001
TAYVIN 244 LIMITED	4296292	CAMEL FINANCIAL SERVICES LIMITED	YES	08.11.2001
TAYVIN 245 LIMITED	4296278	NESPANONA LIMITED	YES	20.12.2001
TAYVIN 246 LIMITED	4315838	STANDEN ENGINEERING LIMITED	YES	19.12.2001
TAYVIN 247 LIMITED	4316309	4M GLOBE MANAGEMENT LIMITED	YES	04.12.2001
TAYVIN 248 LIMITED	4316333	GENZYME THERAPEUTICS LIMITED	YES	08.12.2003

TAYVIN 249 LIMITED	4315824	EPL ACCESS LIMITED	YES	07.01.2002
TAYVIN 250 LIMITED	4316315	UK BROADBAND LIMITED	YES	07.01.2002
TAYVIN 251 LIMITED	4315986	DAVID HUDSON POTATO SERVICES LIMITED	YES	21.03.2002
TAYVIN 252 LIMITED	4315713	THE FAIRWELLS CONSULTANCY LIMITED	YES	30.01.2002
TAYVIN 253 LIMITED	4315622	BLUE BOX FOOD COMPANY LIMITED	YES	26.07.2002
TAYVIN 254 LIMITED	4315821	COUNTRY FURNITURE BARNS LIMITED	YES	19.02.2002
TAYVIN 255 LIMITED	4315642	INDIVIDUAL PUBS LIMITED	YES	06.02.2002
TAYVIN 256 LIMITED	4363906	LOGIC ROOFING AND CLADDING LIMITED	YES	09.03.2002
TAYVIN 257 LIMITED	4363344	GRANSDEN CFC LIMITED	YES	29.04.2002
TAYVIN 258 LIMITED	4364079	THE LIBRARY HOUSE LIMITED	YES	04.04.2002
TAYVIN 259 LIMITED	4364245	(N/A)	YES	01.08.2003
TAYVIN 260 LIMITED	4363240	MARTINDALES HOLDINGS LIMITED	YES	18.04.2002
TAYVIN 261 LIMITED	4375623	ARTHUR D. LITTLE LIMITED	YES	22.07.2002
TAYVIN 262 LIMITED	4375592	SMARTBEAD TECHNOLOGIES EMPLOYEES TRUSTEES LIMITED	YES	15.03.2004
TAYVIN 263 LIMITED	4375585	SME MANAGEMENT SOLUTIONS LIMITED	YES	19.04.2002
TAYVIN 264 LIMITED	4375614	CLARE HALL MANAGEMENT CO LIMITED	YES	04.12.2002
TAYVIN 265 LIMITED	4375588	LUMILEDS LIGHTING LIMITED	YES	22.04.2002

TAYVIN 266 LIMITED	4375595	INSECT R&D LIMITED	YES	29.04.2002
TAYVIN 267 LIMITED	4375673	MW AND ASSOCIATES LIMITED	YES	11.09.2002
TAYVIN 268 LIMITED	4375682	WEATHERBY'S BANK (NOMINEES) LIMITED	YES	14.05.2002
TAYVIN 269 LIMITED	4375685	NOT THIS LIMITED	YES	16.05.2002
TAYVIN 270 LIMITED	4375636	HAMIL ROAD SOFTWARE LIMITED	YES	13.05.2002
TAYVIN 271	4409085	EGIDE UK LIMITED	YES	15.05.2002
TAYVIN 272	4409081	EDGE TELECOMMS CONSULTANTS LIMITED	YES	08.05.2002
TAYVIN 273	4408461	DONINGTON CFC LIMITED	YES	24.07.2002
TAYVIN 274	4409081	OPTIMA MEDIA GROUP LIMITED	YES	21.06.2002
TAYVIN 275	4408461	OPTIMA EVENTS – EXHIBITIONS LIMITED	YES	21.06.2002
TAYVIN 276	4409078	OPTIMA PUBLISHING LIMITED	YES	21.06.2002
TAYVIN 277	4408711	OPTIMA EVENTS – BEST PRACTICE LIMITED	YES	21.06.2002
TAYVIN 278	4408760	WEATHERBYS TRADING LIMITED	YES	26.09.2002
TAYVIN 279	4408467	PROTECH PROFESSIONAL TECHNOLOGY HOLDINGS LIMITED	YES	29.08.2002
TAYVIN 280	4409208	PROTECH EMPLOYEES TRUSTEES LIMITED	YES	29.08.2002

TAYVIN 281	4455816	MUNRO GROUP LIMITED	YES	04.10.2002
TAYVIN 282	4455801	MURCHISON CONSULTANCY LIMITED	YES	13.11.2002
TAYVIN 283	4456545	TWI TECHNOLOGY CENTRE (YORKSHIRE) LIMITED	YES	08.10.2002
TAYVIN 284	4455782	ORIENTROSE (REGENTSPARK) LIMITED	YES	30.10.2002
TAYVIN 285	4455812	I TO I SOFTWARE LIMITED	YES	05.11.2002
TAYVIN 286	4501454	(N/A)	YES	25.11.2002
TAYVIN 287	4501446	REALTIME HOLDINGS LIMITED	YES	19.12.2002
TAYVIN 288	4501456	HBH (FARMING) LIMITED	YES	22.11.2003
TAYVIN 289	4501329	UTM IP LIMITED	YES	13.02.2002
TAYVIN 290	4501324	MRM DATA LIMITED	YES	23.07.2002
TAYVIN 291	4501311	ICG RECONSTRUCTION LIMITED	YES	05.03.2003
TAYVIN 292	4501316	TOMPSETT HOLDINGS LIMITED	YES	05.03.2003
TAYVIN 293	4501942	TOMPSETT PROPERTIES LIMITED	YES	05.03.2003
TAYVIN 294	4501938	VIRIDIAN CONCEPTS LIMITED	YES	10.10.2003

TAYVIN 295	4501438	WEATHERBYS GSB LIMITED	YES	28.01.2003
TAYVIN 296	4668059	LUTON HOO FARMING COMPANY LIMITED	YES	24.03.2003
TAYVIN 297	4668071	QUAILS ON TOAST LIMITED	YES	01.05.2003
TAYVIN 298	4667197	QOE (INTERNATIONAL) LIMITED	YES	03.07.03
TAYVIN 299	4667194	RADNOR COURTS VETERINARY PRACTICE LIMITED	YES	01.07.03
TAYVIN 300	4667190	SILK INDUSTRIES LIMITED	YES	10.02.2004
TAYVIN 301	4667187	INTERGENE SYSTEMS LIMITED	YES	18.07.03
TAYVIN 302	4667593	MOLLROSE CONTRACTS LIMITED	YES	11.08.2003
TAYVIN 303	4668090	MILLIMAN ECOTINENT LIMITED	YES	31.10.2003
TAYVIN 304	4668072	BROMLEYLANE INVESTMENTS LIMITED	YES	15.09.2003
TAYVIN 305	4668078	MILLIMAN HOLDINGS LIMITED	YES	03.11.2003
TAYVIN 306	4895939	(N/A)	YES	24.10.2003
TAYVIN 307	4895742	IP MEDICAL LIMITED	YES	25.02.2004

TAYVIN 308	4896607	TWI TECHNOLOGY CENTRE (WALES) LIMITED	YES	12.11.2003
TAYVIN 309	4897864	CLS DIAGNOSTICS LIMITED	YES	17.12.2003
TAYVIN 310	4897108	CLARK AND BUTCHER PROPERTY LIMITED	YES	17.12.2003
TAYVIN 311	4904508	LOUD AND CLEAR LIMITED	YES	17.01.2004
TAYVIN 312	4905471	MACEMAIN HOLDINGS LIMITED	YES	12.03.2004
TAYVIN 313	4906063	MILTON CONTACT LIMITED	YES	19.03.2004
TAYVIN 314	4905644	OIS LIMITED	YES	18.02.2004
TAYVIN 315	4904495	(N/A)	YES	16.03.2004
TAYVIN 316	5076201	KERSHAW GROUP EMPLOYEES' TRUSTEES LIMITED	YES	21.10.2004
TAYVIN 317	5076313	LOGIC HOLDINGS LIMITED	YES	22.03.2004
TAYVIN 318	5077151	HAYDEN HOLDINGS LIMITED	YES	20/07.2004
TAYVIN 319	5076365	BLOCKS 5 & 6 RAVENSWORTH GARDENS LIMITED	YES	13.07.2005
TAYVIN 320	5076091	(N/A)	YES	08.10.2004
TAYVIN 321	5076394	MIDWICH EMPLOYEES' TRUSTEES LIMITED	YES	08.10.2004

TAYVIN 322	5076374	CAMBRIDGE PRIVATE HOSPITAL	YES	24.11.2004
TAYVIN 323	5076848	CANNONGATE FELLOWSHIP RESEARCH LIMITED	YES	11.10.2004
TAYVIN 324	5076854	TAYLOR VINTERS DIRECTORS LIMITED	YES	
TAYVIN 325	5076304	BADGER'S RAKE FINANCIAL CONSULTANTS LIMITED	YES	08.11.2004
(N/A)	02154246	TAYLOR VINTERS LIMITED	YES	
(N/A)	03681291	ALZHEIMER'S RESEARCH TRUST	YES	
TAYVIN 326	5277080	(N/A)	YES	
TAYVIN 327	5277037	CAMBRIDGE HOME INFORMATION PACK LIMITED	YES	11.11.2005
TAYVIN 328	5277922	CAMBRIDGESHIRE HOME INFORMATION PACK LIMITED	YES	11.11.2005
TAYVIN 329	5277857	CARTER CONSTRUCTION LIMITED	YES	15.11.2005
TAYVIN 330	5277035	BIRKMAN UK LIMITED	YES	07.02.2005
TAYVIN 331	5277874	BIRKMAN EUROPE LIMITED	YES	10.01.2005
TAYVIN 332	5277584	ANTICS GROUP LIMITED	YES	17.05.2005

TAYVIN 333	5277635	VINTAY LIMITED	YES	18.01.2005
TAYVIN 334	5277317	WAR HOLDINGS LIMITED	YES	01.04.2005
TAYVIN 335	5277907	ANDREW FIREBRACE COMPANY LIMITED	YES	24/03/2005
TAYVIN 336	5342153	IVOR SEARLE (REGAL LANE) LIMITED	YES	30.09.2005
TAYVIN 337	5342157	NEWMARKET BUSINESS PARK MANAGEMENT COMPANY LIMITED	YES	03.08.2005
TAYVIN 338	5342158	COASTAL CONTACTS LIMITED	YES	31.10.2005
TAYVIN 339	5342159	TRADE FINANCIAL LIMITED	YES	
TAYVIN 340	5342160	RED HOUSE LIMITED	YES	15.11.2005
TAYVIN 341	5342162	PROGNOSTICS LIMITED	YES	01.12.2005
TAYVIN 342	5342163	TUKAN PARTNERS LIMITED	YES	30.11.2005
TAYVIN 343	5342165	JEB MUNITIONS LIMITED	YES	22.02.06
TAYVIN 344	5342167		YES	
TAYVIN 345	5342169	SHIMADZU UK LIMITED	YES	18.01.06
TAYVIN 346	5671088		YES	23.03.06

TAYVIN 347	5670491	DEGW FINANCIAL LIMITED	YES	
TAYVIN 348	5670514	LAWNATICS LIMITED	YES	03.04.06
TAYVIN 349	5670487	SLAYMARK HOLDINGS LIMITED	YES	21.04.06
TAYVIN 350	5671071		YES	
TAYVIN 351	5670308		YES	25.05.06
TAYVIN 352	5670290		YES	25.05.06
TAYVIN 353	5670502	KERRY RIDDELL CONSULTANTS LIMITED	YES	
TAYVIN 354	5670465			
TAYVIN 355	5671063		YES	

QUENTIN ROBERT GOLDER
DIRECTORSHIPS

STOCK COMPANY NAME	COMPANY NO	NEW COMPANY NAME	DIRECTOR: QRG	RESIGNATION DATE
TAYVIN 214 LIMITED	4054923	M-SPATIAL LIMITED	YES	15.05.2001
(N/A)	4311384	GORDON'S ELECTRICAL SERVICE LIMITED	YES	16.10.2001
TAYVIN 226 LIMITED	4136467	ANGLIAN BAKERY & CATERING SUPPLIERS LTD	YES	03.07.2001
TAYVIN 227 LIMITED	4136335	WILDLIFE ENVIRONMENTAL LIMITED	YES	22.02.2001
TAYVIN 228 LIMITED	4136338	COSTESSEY DEVELOPMENTS LIMITED	YES	22.11.2001
TAYVIN 229 LIMITED	4136336	PERSHORE FARMING LIMITED	YES	22.06.2001
TAYVIN 230 LIMITED	4136523	MAY GURNEY COSTESSEY LIMITED	YES	22.11.2001
TAYVIN 231 LIMITED	4136312	ELYVATE LIMITED	YES	20.02.2001
TAYVIN 232 LIMITED	4136241	H&Q FARMING LIMITED	YES	18.06.2001
TAYVIN 233 LIMITED	4136527	LIQUID DROP LIMITED	YES	12.03.2001
TAYVIN 234 LIMITED	4136419	J.E.B. MUNITIONS LIMITED	YES	13.02.2003
TAYVIN 235 LIMITED	4136310	ADVANCED IMAGING PROCESS LIMITED	YES	12.03.2001
TAYVIN 236 LIMITED	4241492	MALTON FARMING CO LIMITED	YES	05.07.2001
TAYVIN 237 LIMITED	4241551	MARCH CFC LIMITED	YES	27.07.2001
TAYVIN 238 LIMITED	4241488	THRIPOW STORES LIMITED	YES	30.10.2002
TAYVIN 239 LIMITED	4241561	LIGHT BLUE CONSULTING LIMITED	YES	15.10.2001

STOCK COMPANY NAME	COMPANY NO	NEW COMPANY NAME	DIRECTOR: QRG	RESIGNATION DATE
TAYVIN 240 LIMITED	4241553	ANDERSONS-EAST LIMITED	YES	06.09.2002
TAYVIN 241 LIMITED	4296286	LEDA INVESTMENTS LIMITED	YES	19.10.2001
TAYVIN 242 LIMITED	4296288	PHARMION HOLDINGS LIMITED	YES	06.11.2001
TAYVIN 243 LIMITED	4296290	NICELY CRAFTED ENTERTAINMENT LIMITED	YES	18.12.2001
TAYVIN 244 LIMITED	4296292	CAMEL FINANCIAL SERVICES LIMITED	YES	08.11.2001
TAYVIN 245 LIMITED	4296278	NESPANONA LIMITED	YES	09.11.2001
TAYVIN 246 LIMITED	4315838	STANDEN ENGINEERING LIMITED	YES	19.12.2001
TAYVIN 247 LIMITED	4316309	4M GLOBE MANAGEMENT LIMITED	YES	29.11.2001
TAYVIN 248 LIMITED	4316333	GENZYME THERAPEUTICS LIMITED	YES	08.12.2003
TAYVIN 249 LIMITED	4315824	EPL ACCESS LIMITED	YES	07.01.2002
TAYVIN 250 LIMITED	4316315	UK BROADBAND LIMITED	YES	07.01.2002
TAYVIN 251 LIMITED	4315986	DAVID HUDSON POTATO SERVICES LIMITED	YES	21.03.2002
TAYVIN 252 LIMITED	4315713	THE FAIRWELLS CONSULTANCY LIMITED	YES	30.01.2002
TAYVIN 253 LIMITED	4315622	BLUE BOX FOOD COMPANY LIMITED	YES	26.07.2002
TAYVIN 254 LIMITED	4315821	COUNTRY FURNITURE BARNS LIMITED	YES	04.02.2002
TAYVIN 255 LIMITED	4315642	INDIVIDUAL PUBS LIMITED	YES	06.02.2002
TAYVIN 256 LIMITED	4363906	LOGIC ROOFING & CLADDING LIMITED	YES	11.02.2002

STOCK COMPANY NAME	COMPANY NO	NEW COMPANY NAME	DIRECTOR: QRG	RESIGNATION DATE
TAYVIN 257 LIMITED	4363344	GRANDSEN CFC LIMITED	YES	11.02.2002
TAYVIN 258 LIMITED	4364079	THE LIBRARY HOUSE LIMITED	YES	19.03.2002
TAYVIN 259 LIMITED	4364245	(N/A)	YES	01.08.2003
TAYVIN 260 LIMITED	4363240	MARTINDALE HOLDINGS LTD	YES	12.04.2002
TAYVIN 261 LIMITED	4375623		YES	22.07.2002
TAYVIN 262 LIMITED	4375592	SMARTBEAD TECHNOLOGIES EMPLOYEES TRUSTEES LIMITED	YES	27.02.2002
TAYVIN 263 LIMITED	4375585	SME MANAGEMENT SOLUTIONS LIMITED	YES	19.04.2002
TAYVIN 264 LIMITED	4375614	CLARE HALL MANAGEMENT CO LIMITED	YES	04.12.2002
TAYVIN 265 LIMITED	4375588	LUMILEDS LIGHTING LTD	YES	22.04.2002
TAYVIN 266 LIMITED	4375595	INSECT R&D LIMITED	YES	29.04.2002
TAYVIN 267 LIMITED	4375673	MW AND ASSOCIATES LIMITED	YES	11.09.2002
TAYVIN 268 LIMITED	4375682	WEATHERBY'S BANK (NOMINEES) LIMITED	YES	14.05.2002
TAYVIN 269 LIMITED	4375685	NOT THIS LIMITED	YES	16.05.2002
TAYVIN 270 LIMITED	4375636	HAMILL ROAD SOFTWARE LIMITED	YES	13.05.2002
TAYVIN 271 LIMITED	4409200	EGIDE UK LIMITED	YES	15.05.2002
TAYVIN 272 LIMITED	4409072	EDGE TELECOMMS CONSULTANTS LIMITED	YES	08.05.2002

STOCK COMPANY NAME	COMPANY NO	NEW COMPANY NAME	DIRECTOR: QRG	RESIGNATION DATE
TAYVIN 273 LIMITED	4409085	DONINGTON CFC LIMITED	YES	24.07.2002
TAYVIN 274 LIMITED	4409081	OPTIMA MEDIA GROUP LIMITED	YES	21.06.2002
TAYVIN 275 LIMITED	4408461	OPTIMA EVENTS – EXHIBITIONS LIMITED	YES	21.06.2002
TAYVIN 276 LIMITED	4409078	OPTIMA PUBLISHING LIMITED	YES	21.06.2002
TAYVIN 277 LIMITED	4408711	OPTIMA EVENTS – BEST PRACTICE LIMITED	YES	21.06.2002
TAYVIN 278 LIMITED	4408760	WEATHERBYS TRADING LTD	YES	26.09.2002
TAYVIN 279 LIMITED	4408467	PROTECH PROFESSIONAL TECHNOLOGY	YES	29.08.2002
TAYVIN 280 LIMITED	4409208	PROTECH EMPLOYEES TRUSTEE LIMITED	YES	29.08.2002
TAYVIN 281 LIMITED	4455816	MUNRO GROUP LIMITED	YES	04.10.2002
TAYVIN 282 LIMITED	4455801	MURCHISON CONSULTANCY LIMITED	YES	13.11.2002
TAYVIN 283 LIMITED	4456545	TWI TECHNOLOGY CENTRE (YORKSHIRE) LIMITED	YES	08.10.2002
TAYVIN 284 LIMITED	4455782	ORIENTROSE (REGENTS PARK) LIMITED	YES	30.10.2002
TAYVIN 285 LIMITED	4455812	I TO I SOFTWARE LIMITED	YES	05.11.02
TAYVIN 286 LIMITED	4501454	(N/A)	YES	25.11.02
TAYVIN 287 LIMITED	4501446	REALTIME HOLDINGS LIMITED	YES	19.12.2002

STOCK COMPANY NAME	COMPANY NO	NEW COMPANY NAME	DIRECTOR: QRG	RESIGNATION DATE
TAYVIN 288 LIMITED	4501456	HBH(FARMING) LIMITED	YES	22.11.2003
TAYVIN 289 LIMITED	4501329	UTM IP LIMITED	YES	13.02.2003
TAYVIN 290 LIMITED	4501324	MRM DATA LIMITED	YES	23.07.2003
TAYVIN 291 LIMITED	4501311	ICG RECONSTRUCTION LTD	YES	05.03.2003
TAYVIN 292 LIMITED	4501316	TOMPSETT HOLDINGS LTD	YES	05.03.2003
TAYVIN 293 LIMITED	4501942	TOMPSETT PROPERTIES LTD	YES	05.03.2003
TAYVIN 294 LIMITED	4501938	VIRDIAN CONCEPTS LIMITED	YES	10.03.2003
TAYVIN 295 LIMITED	4501438	WEATHERBYS GSB LIMITED	YES	28.01.2003
TAYVIN 296 LIMITED	4668059	LUTON HOO FARMING COMPANY LIMITED	YES	24.03.2003
TAYVIN 297 LIMITED	4668071	QUAILS ON TOAST	YES	01.05.2003
TAYVIN 298 LIMITED	4667197	QOE (INTERNATIONAL) LTD	YES	03.07.2003
TAYVIN 299 LIMITED	4667194	RADNOR COURTS VETERINARY PRACTICE LTD	YES	18.07.2003
TAYVIN 300 LIMITED	4667190	SILK INDUSTRIES LIMITED	YES	10.02.2004

STOCK COMPANY NAME	COMPANY NO	NEW COMPANY NAME	DIRECTOR: QRG	RESIGNATION DATE
TAYVIN 301 LIMITED	4667187	INTERGENCE SYSTEMS LTD	YES	18.07.2003
TAYVIN 302 LIMITED	4667593	MOLLROSE CONTRACTS LTD	YES	11.08.2003
TAYVIN 303 LIMITED	4668090	MILLIMAN ECONTINENT	YES	03.11.2003
TAYVIN 304 LIMITED	4668072	BROMLEYLANE INVESTMENTS LIMITED	YES	15.09.2003
TAYVIN 305 LIMITED	4668078	MILLIMAN HOLDINGS LTD	YES	03.11.2003
TAYVIN 306 LIMITED	4895939	(N/A)	YES	24.10.2003
TAYVIN 307 LIMITED	4895742	IP MEDICAL LTD	YES	25.02.2004
TAYVIN 308 LIMITED	4896607	TWI TECHNOLOGY CENTRE (WALES) LTD	YES	12.11.2003
TAYVIN 309 LIMITED	4897864	CLS DIAGNOSTICS LTD	YES	17.12.2003
TAYVIN 310 LIMITED	4897108	CLARK AND BUTCHER PROPERTY LTD	YES	17.12.2003
TAYVIN 311 LIMITED	4904508	LOUD AND CLEAR LTD	YES	17.01.2004
TAYVIN 312 LIMITED	4905471	MACEMAIN HOLDINGS LTD	YES	12.03.2004

STOCK COMPANY NAME	COMPANY NO	NEW COMPANY NAME	DIRECTOR: QRG	RESIGNATION DATE
TAYVIN 313 LIMITED	4906063	MILTON CONTACT LTD	YES	19.03.2004
TAYVIN 314 LIMITED	4905644	OIS LTD	YES	18.02.2004
TAYVIN 315 LIMITED	4904495	(N/A)	YES	16.03.2004
TAYVIN 316 LIMITED	5076201	KERSHAW GROUP EMPLOYEES' TRUSTEES LIMITED	YES	21.10.2004
TAYVIN 317 LIMITED	5076313	LOGIC HOLDINGS LTD	YES	22.03.2004
TAYVIN 318 LIMITED	5077151	HAYDEN HOLDINGS LIMITED	YES	20.07.2004
TAYVIN 319 LIMITED	5076365	BLOCKS 5 & 6 RAVENSWORTH GARDENS LIMITED	YES	13.07.2005
TAYVIN 320 LIMITED	5076091	(N/A)	YES	08.10.2004
TAYVIN 321 LIMITED	5076394	MIDWICH EMPLOYEES' TRUSTEES LIMITED	YES	08.10.2004
TAYVIN 322 LIMITED	5076374	CAMBRIDGE PRIVATE HOSPITAL LIMITED	YES	24.11.2004
TAYVIN 323 LIMITED	5076848	CANNONGATE FELLOWSHIP RESEARCH LIMITED	YES	11.10.2004
TAYVIN 324 LIMITED	5076854	TAYLOR VINTERS DIRECTORS LIMITED	YES	
TAYVIN 325 LIMITED	5076304	BADGER'S RAKE FINANCIAL CONSULTANTS LIMITED	YES	08.11.2004

STOCK COMPANY NAME	COMPANY NO	NEW COMPANY NAME	DIRECTOR: QRG	RESIGNATION DATE
TAYVIN 326 LIMITED	5277080	(N/A)	YES	RESIGNED
TAYVIN 327 LIMITED	5277037	CAMBRIDGE HOME INFORMATION PACK LIMITED	YES	11.11.2005
TAYVIN 328 LIMITED	5277922	CAMBRIDGESHIRE HOME INFORMATION PACK LIMITED	YES	11.11.2005
TAYVIN 329 LIMITED	5277857	CARTER CONSTRUCTION LIMITED	YES	15.11.2005
TAYVIN 330 LIMITED	5277035	BIRKMAN UK LIMITED	YES	07.02.2005
TAYVIN 331 LIMITED	5277874	BIRKMAN EUROPE LIMITED	YES	10.01.2005
TAYVIN 332 LIMITED	5277584	ANTICS GROUP LIMITED	YES	17.05.2005
TAYVIN 333 LIMITED	5277635	VINTAY LIMITED	YES	18.01.2005
TAYVIN 334 LIMITED	5277317	WAR HOLDINGS LIMITED	YES	01.04.2005
TAYVIN 335 LIMITED	5277907	ANDREW FIREBRACE COMPANY LIMITED	YES	24/03/2005
TAYVIN 336 LIMITED	5342153	IVOR SEARLE (REGAL LANE) LIMITED	YES	30.09.2005
TAYVIN 337 LIMITED	5342157	NEWMARKET BUSINESS PARK MANAGEMENT COMPANY LIMITED	YES	03.08.2005
TAYVIN 338 LIMITED	5342158	COASTAL CONTACTS LIMITED	YES	31.10.2005

STOCK COMPANY NAME	COMPANY NO	NEW COMPANY NAME	DIRECTOR: QRG	RESIGNATION DATE
TAYVIN 339 LIMITED	5342159	TRADE FINANCIAL LIMITED	YES	
TAYVIN 340 LIMITED	5342160	RED HOUSE LIMITED	YES	15.11.2005
TAYVIN 341 LIMITED	5342162	PROGNOSTICS LIMITED	YES	01.12.2005
TAYVIN 342 LIMITED	5342163	TUKAN PARTNERS LIMITED	YES	30.11.2005
TAYVIN 343 LIMITED	5342165	JEB MUNITIONS LIMITED	YES	22.02.06
TAYVIN 344 LIMITED	5342167		YES	
TAYVIN 345 LIMITED	5342169	SHIMADZU UK LIMITED	YES	18.01.06
TAYVIN 346 LIMITED	5671088		YES	23.03.2006
TAYVIN 347 LIMITED	5670491	DEGW FINANCIAL LIMITED	YES	
TAYVIN 348 LIMITED	5670514	LAWNATICS LIMITED	YES	03.04.06
TAYVIN 349 LIMITED	5670487	SLAYMARK HOLDINGS LIMITED	YES	21.04.2006
TAYVIN 350 LIMITED	5671071		YES	
TAYVIN 351 LIMITED	5670308		YES	25.05.06
TAYVIN 352 LIMITED	5670290		YES	25.05.06

STOCK COMPANY NAME	COMPANY NO	NEW COMPANY NAME	DIRECTOR: QRG	RESIGNATION DATE
TAYVIN 353 LIMITED	5670502	KERRY RIDDELL CONSULTANTS LIMITED	YES	
TAYVIN 354 LIMITED	5670465		YES	
TAYVIN 355 LIMITED	5671063		YES	

INC 16123 CLA

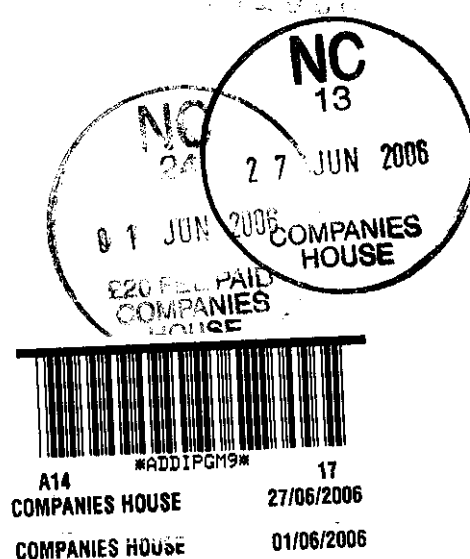
120455) 20

Company No: []

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
TAYVIN 360 LIMITED



- 1 The name of the Company is Tayvin 360 Limited
- 2 The registered office of the Company will be situated in England.
- 3 The objects for which the Company is established are:-
 - (A) To carry on business as a General Commercial Company.
 - (B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or ancillary to the general business of the Company.
 - (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest any lands, buildings, easements, rights, privileges, concessions, trade marks, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
 - (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, 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.

- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (G) 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 securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (H) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (I) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without

prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

- (J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish, support and maintain or concur in establishing and maintaining, or to subscribe to any charitable funds or institutions, trusts, funds, or schemes (whether contributory or non-contributory) the support of which may, in the opinion of the Directors, be calculated directly or indirectly to provide pensions or other benefits for any such persons as aforesaid, their dependents or connections and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.
- (K) To establish and support whether by way of covenant or by ad hoc payments or to aid in the establishment and support of any schools or any educational, scientific, literary, religious or charitable institution whether or not the same be connected in any way with any other activity of the Company.
- (L) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (M) To invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (N) To pay for any property or rights acquired by the Company, either in

cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

- (O) To accept payment for 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 guaranteed or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages 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 to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (P) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (Q) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (R) 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, or the carrying on of which is deemed likely to benefit this Company or to advance its interests or which is possessed of property suitable for the purposes of the Company.

- (S) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, 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.
- (T) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding-up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (U) To distribute among the members in specie any property of the Company, or any proceeds of sale or dispose of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (V) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either by or through agents, trustees, sub-contractors or otherwise.
- (W) To do all such other things as are incidental or conducive to the above objects or any of them.

- (X) To the extent that the same is permitted by law, to give financial assistance for the purpose of the acquisition of shares in the Company and to give such assistance by any means howsoever permitted by law.

The objects set forth in any of the preceding sub-clauses shall not, except where the context otherwise expressly so requires, be in any manner or degree limited or restricted by reference to or inference from the terms of any other sub-clause or the name of the Company. None of such sub-clauses or the objects therein specified or the names thereby conferred shall be deemed merely subsidiary or ancillary to the objects mentioned in the first sub-clause of this clause but the Company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause.

- 4 The liability of the members is limited.
- 5 The Share Capital of the Company is £100.00 divided into 100 Ordinary shares of £1.00 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

I the person whose name and address and description are subscribed overleaf, am desirous of being formed into a Company, in pursuance of this Memorandum of Association, and I agree to take the number of shares in the capital of the Company set opposite my name.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER

No of Shares

JOHN RICHARD SHORT

1

Merlin Place

Milton Road

Cambridge

CB4 0DP

Solicitor



DATED the 31 day of

May

2006

Witness to the above signature:



PARMJIT BHOGAL

Merlin Place

Milton Road

Cambridge

CB4 0DP

Solicitor

Company No: []

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
TAYVIN 360 LIMITED

Taylor Vinters
Merlin Place
Milton Road
CAMBRIDGE
CB4 0DP

Tel: 01223 423444
Fax: 01223 425446

E-Mail:

Our Ref:

DocNumber

1 **TABLE A**

1.1 The Regulations contained in Table A in Regulations made by the Secretary of State S.I. 1985 No. 805 and S.I. 1985 No 1052 (hereinafter called "**Table A**") shall apply to the Company save insofar as they are excluded or varied hereby. References in these Articles to numbered Regulations shall, unless the context otherwise requires, be deemed to be references to Regulations in Table A. The Regulations of Table A numbered 3, 24, 40, 64, 73, 74, 75, 76, 77, 80, 89, 90, 94, 111, 112 and 115 shall not apply to the Company and in lieu thereof and in addition to the remaining Regulations in Table A, the following shall be the Articles of the Company.

1.2 "**The Act**" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

2 **SHARES**

2.1 The Directors are unconditionally authorised for the purposes of section 80 of the Act at any time or times during the period of five years from the date of incorporation of the Company to allot or otherwise dispose of shares up to the amount of the original share capital of the Company at the date of incorporation of the Company to such persons, on such terms and conditions, and either at a premium or at par and at such times as the Directors think fit, and with full power to give to any person the call of any share at a premium or at par during such times and for such consideration as the Directors think fit, and to grant to any person subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any shares an option to require the Company to allot to him or his nominees any further shares in the Company at not less than par. In accordance with section 91(1) of the Act sections 89(1) and 90(1) to 90(6) inclusive shall be excluded from applying to the Company.

2.2 Subject to the provisions of Chapter VII of Part V of the Act the Company may:-

2.2.1 issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder;

2.2.2 purchase its own shares (including any redeemable shares);

2.2.3 make a payment in respect of the redemption or purchase, under sections 159 and 160 or (as the case may be) section 162 of the Act and the relevant power contained in Regulations 3.1 or 3.2, of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares to the extent permitted by sections 170 to 175 inclusive of the Act.

2.3 If at any time the share capital is divided into different classes of shares, the rights attached to any class may, whether or not the Company has been wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with a sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of that class.

2.4 The following words shall be deleted from the sixth line of Regulation 6: "**shall be sealed with the seal**" and the following words shall be substituted for them: "**shall be signed by two Directors or one Director and the Company Secretary**".

- 2.5 The lien conferred by Regulation 8 shall extend to fully paid shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders.

3 TRANSFER AND TRANSMISSION OF SHARES

- 3.1 The Directors may in their absolute discretion and without assigning any reason therefore decline to register any transfer of any share whether or not it is a fully paid share.

4 PROCEEDINGS AT GENERAL MEETINGS

- 4.1 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. For all purposes the quorum shall be two members present in person or by proxy and entitled to vote, unless there is only one member of the Company in which case the quorum shall be one.
- 4.2 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or on the declaration of the result of a show of hands a poll is demanded by any member present in person or by proxy.

5 DIRECTORS

- 5.1 Until otherwise determined by ordinary resolution the number of Directors (excluding alternate Directors) shall not be subject to any maximum but shall be at least one.
- 5.2 The last two sentences of Regulation 79 shall not apply.
- 5.3 A Member or Members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors, either as an addition to the existing Directors or to fill any vacancy, and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf, and shall take effect upon lodgement at the registered office of the Company.
- 5.4 Any Director who, by request, performs special services which are outside the scope of the ordinary duties of a Director or goes or resides abroad for any purpose of the Company shall (unless otherwise expressly resolved by the Company in General Meeting) receive such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine, which shall be charged as part of the Company's ordinary working expenses.

6 BORROWING POWERS

- 6.1 There shall be no limit on the amount for the time being remaining undischarged of moneys borrowed or secured by the Directors.

7 POWERS AND PROCEEDINGS OF DIRECTORS

- 7.1 A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his

interest in the manner required by Section 317 of the Act. A Director may vote in respect of any such contract or proposed contract and if he does so vote his vote shall be counted and he shall be capable of being counted towards the quorum at any meeting of the Directors at which any such contract or proposed contract shall come before the Board for consideration.

7.2 A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.

7.3 Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director or his firm to act as auditor to the Company.

7.4 No Director of the Company shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy or any other age, and any person proposed to be appointed a Director of the Company shall be capable of being appointed as a Director of the Company, notwithstanding that at the time of such appointment he has attained the age of seventy. No special notice need be given of any resolution for the appointment or approving the appointment as a Director of a person who shall have attained the age of seventy years, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be appointed as a Director.

7.5 The quorum necessary for the transaction of business of the Directors may be fixed by the Directors and until so fixed shall be two, except when one Director only is in office, in which case the quorum shall be one. The Directors may transact business by conference telephone or video connections. A Director or Directors communicating by telephonic means shall be deemed present and count in the quorum where such Director or Directors can speak and be heard by each other Director involved. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. When one Director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the Company as are by these Articles conferred on the Board of Directors.

8 DISQUALIFICATION OF DIRECTORS

8.1 Regulation 81(e) shall not apply to the Company.

9 DIVIDENDS

9.1 No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of those parts of Part VIII of the Act which apply to the Company.

10 INDEMNITY

- 10.1 Subject to the provisions of the Act and in addition to such indemnity as is contained in Regulation 118 of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

11 NOTICES

- 11.1 Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the directors) shall be in writing or shall be given using electronic communications to an address for the time being notified to the person giving the notice. In this article, "**address**", in relation to electronic communications, includes any number or address used for the purposes of such communications.
- 11.2 The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Company by the member. In the case of joint holders for shares, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to the joint holders. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company. In this article and the next, "**address**", in relation to electronic communications, includes any number or address used for the purposes of such communications.
- 11.3 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that the notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice containing an electronic communication, at the expiration of 48 hours after the time it was sent.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER

Name & Address:

No. of Shares

John Richard Short

1

Merlin Place

Milton Road

CAMBRIDGE

CB4 0DP

J R Short

P. Bhogal

Signature of Witness:

Witness Name & Address:

Parmjit Bhogal

Merlin Place

Milton Road

CAMBRIDGE

CB4 0DP

Occupation:

Solicitor

DATED: 31 May 2006