

FILE COPY



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

Company No. 5983680

The Registrar of Companies for England and Wales hereby certifies that
SIGNAL RESEARCH SERVICES 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 31st October 2006



N05983680Q



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B

Declaration on application for registration

Company Name in full

Signal Research Services Limited

I, Sandip Basu

of The Oriel, Sydenham Road, Guildford, Surrey GU1 3SR

† Please delete as appropriate.

do solemnly and sincerely declare that I am a t[~~Solicitor engaged in the formation of the company~~] 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

128, High Street, Guildford Surrey GU1 3HH

Day Month Year

on

2	3	1	0	2	0	0	6
---	---	---	---	---	---	---	---

① Please print name.

before me^①

Микелле Котратти

Signed

de J Rzeszów

Date _____

23-10-06

† 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.

BARLOW ROBBINS LLP

Ref: SRG/601-547

The Oriel, Sydenham Road, Guildford, Surrey

GU1 3SR

Tel 01483 562901

DX number DX exchange DX 2407 Guildford

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



Please complete in typescript,
or in bold black capitals.

CHFP041

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

Notes on completion appear on final page

Company Name in full

Signal Research Services Limited

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

The University of Surrey

Senate House

Post town

Guildford

County / Region

Surrey

Postcode

GU2 7XH

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.

X

Agent's Name

Barlow Robbins LLP

Address

The Oriel

Sydenham Road

Post town

Guildford

County / Region

Surrey

Postcode

GU1 3SR

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
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BARLOW ROBBINS LLP

Ref: SRG/601-547

The Oriel, Sydenham Road, Guildford, Surrey

GU1 3SR

Tel 01483 562901

DX number

DX exchange DX 2407 Guildford



A34
COMPANIES HOUSE

A7KX8JZD
470
26/10/2006

Form revised April 2002

When you have completed and signed the form please send it to the
Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**


Company Secretary (see notes 1-5)

Company name		Signal Research Services Limited	
NAME	*Style / Title	Mrs	*Honours etc.
Forename(s)		Frances Diana	
Surname		Smith	
Previous forename(s)			
Previous surname(s)			
Address <input type="checkbox"/>		The Village Store	
		Wilson Road	
Post town		Headley Down	
County / Region		Hampshire	Postcode GU35 8JF
Country		U.K.	

†† 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 principle office address.

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

Consent signature



Date

17/10/06

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	Dr	*Honours etc.
Forename(s)		Martin Richard	
Surname		Innes	
Previous forename(s)			
Previous surname(s)			
Address <input type="checkbox"/>		21 Exeter Road	
Post town		Chichester	
County / Region		West Sussex	Postcode PO19 5EF
Country		U.K.	

†† 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 principle office address.

Date of birth

Day Month Year

1 4 1 0 1 9 7 1

Nationality

British

Business occupation

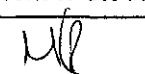
University Lecturer

Other directorships

None

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

Consent signature



Date

11/10/06

Directors (continued) (see notes 1-5)

Please list directors in alphabetical order

NAME		*Style / Title	<input type="text"/>	*Honours etc.	<input type="text"/>
*Voluntary details		Forename(s)	<input type="text"/>		
		Surname	<input type="text"/>		
		Previous forename(s)	<input type="text"/>		
		Previous surname(s)	<input type="text"/>		
†		Address †	<input type="checkbox"/>		
† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723E of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principle office address.		Post town	<input type="text"/>		
		County / Region	<input type="text"/>	Postcode	<input type="text"/>
		Country	<input type="text"/>		
		Date of birth	<input type="text"/>	Nationality	<input type="text"/>
		Business occupation	<input type="text"/>		
		Other directorships	<input type="text"/>		
			<input type="text"/>		
		I consent to act as director of the company named on page 1			
Consent signature		<input type="text"/>	Date	<input type="text"/>	

This section must be signed by

Either

an agent on behalf of all subscribers

Signed

Barlow Robbins LLP

Date

23/10/2006

Or the subscribers

(i.e. those who signed as members on the memorandum of association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

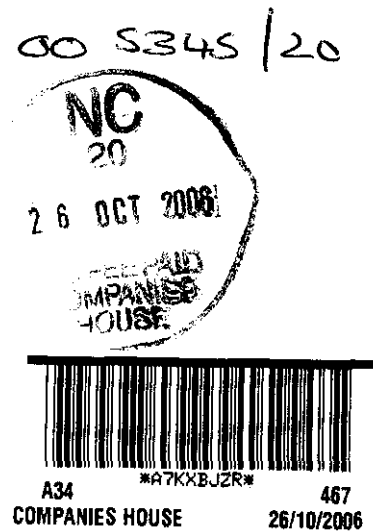
Date

Signed

Date

THE COMPANIES ACTS 1985 and 1989
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
SIGNAL RESEARCH SERVICES LIMITED



809388

1. The name of the Company is Signal Research Services Limited.
2. The registered office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are:
 - 3.1 to carry on business as a general commercial Company;
 - 3.2 to provide administrative, financial and other services and facilities for any company in which this Company is interested or for any other persons;
 - 3.3 to sell or dispose of the undertaking or any property or assets of the Company for such consideration as may be thought fit, including the share or loan capital or other obligations of any body corporate;
 - 3.4 to guarantee, grant indemnities in respect of, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present or future) and uncalled capital of the Company or by both such methods, the performance of the contracts or obligations and the repayment or payment of the principal amount and premium of and interest and dividends on any securities or obligations of the Company whether having objects or engaged or intending to engage in business similar to those of the Company or not, notwithstanding the fact that the Company may not receive any consideration or advantage, direct or indirect, from entering into any such guarantee or other arrangement or transaction contemplated herein;
 - 3.5 to carry on any other activity and do anything of any nature which may seem to the directors capable of being conveniently carried on or done by the Company in connection with the above, or may seem to the directors calculated directly or indirectly to benefit the Company;
 - 3.6 to sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same;
 - 3.7 to act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts;
 - 3.8 to remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient;
 - 3.9 to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to

- brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company;
- 3.10 to support and subscribe to any charitable or public object and to support and subscribe to any institution, society or club which may be for the benefit of the Company or its directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or the predecessors in business of the Company or of any such subsidiary or holding company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance, and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained;
- 3.11 subject to and in accordance with due compliance with the provisions of Sections 155 and 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act;
- 3.12 none of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of the Clause, or by reference to or inference from the name of the Company;
- 3.13 none of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company;
- 3.14 the word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere; and
- 3.15 in this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4. The liability of the members is limited to the amount (if any) unpaid on the shares held by them.
5. The Company's share capital is £1,000 divided into 1,000 shares of £1 each.

We, the subscriber 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 name.

Name and address of Subscriber

**Number of shares taken
by the Subscriber**

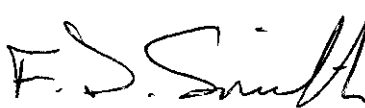
UNIVERSITY OF SURREY (THE)(Co No. RC000671) One share

Senate House
Guildford
Surrey
GU2 7XH


.....
Authorised Signatory for
The University of Surrey

DATED the 23 day of OCTOBER 2006

WITNESS to the above signature: -



MRS F. D. SMITH

COMPANY SECRETARY + ACCOUNTANT
THE VILLAGE STORE
WILSON Rd.
HEADLEY DOWN.
HANTS

THE COMPANIES ACTS 1985 and 1989
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
SIGNAL RESEARCH SERVICES LIMITED

Interpretation

1. In these Articles, if not inconsistent with the subject or context:

'Act' means the Companies Act 1985 as amended or re-enacted from time to time

'Table A' means Table A in the Schedule to the Companies (Tables A-F) Regulations 1985.

Table A

2. The regulations contained in Table A apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.
3. Regulations 8, 24, 41, 59, 64, 65, 73 to 78, 80, 94 and 118 of Table A do not apply to the Company.

Share capital

4. Subject to any direction to the contrary which may be given by the Company in general meeting, the directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) to such persons (including any director) on such terms and at such times as they think fit, but no shares shall be issued at a discount.
5. The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with article 4 is the nominal amount of unissued shares at the date of incorporation of the Company or such other amount as is authorised by the Company in general meeting.
6. The authority conferred on the directors by articles 4 and 5 shall remain in force for a period of 5 years from the date of incorporation of the Company. This authority may be renewed by the Company in general meeting in accordance with section 80 of the Act.
7. The provisions of section 89(1) of the Act do not apply to the Company.

Lien

8. The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share. The Company shall also have a first and paramount lien

on all shares registered in the name of any person (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person, whether as a member or not and whether such moneys are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's lien on a share shall extend to any amount payable in respect of it.

Transfer of shares

9. The directors may, in their absolute discretion and without giving any reason, decline to register any transfer of a share whether or not it is a fully paid share.

Proceedings at general meetings

10. If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such day and at such time and place as the directors determine. 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.
11. A poll may be demanded at any general meeting by any member entitled to vote at it. Regulation 46 of Table A shall be modified accordingly.
12. On a show of hands or on a poll votes may be given either personally or by proxy.

Number of directors

13. Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum. The minimum number of directors is one.

Alternate directors

14. A director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director appointed by him.
15. When an alternate director is also a director or acts as an alternate director for more than one director, he shall have one vote for every director represented by him (in addition to his own vote if he is himself a director) and, when acting, shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

Delegation of powers

16. The following sentence shall be inserted after the first sentence of regulation 72 of Table A:

A committee of directors has the power, unless the directors direct otherwise, to appoint as a member of the committee for any specific purpose a person who is not a director of the Company.

Appointment and retirement of directors

17. The directors are not subject to retirement by rotation. The final two sentences of regulation 79 of Table A do not apply to the Company.
18. The Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director.
19. A member or members holding a majority in nominal amount of the issued share capital which confers the right to attend and vote at general meetings may at any time appoint any person to be a director, either as an additional director or to fill a vacancy, and may remove from office any director however appointed. The appointment or removal shall be effected by notice in writing to the Company signed by the member or members giving it or, in the case of a corporate member, signed by a director or by a person authorised by resolution of the directors or other governing body. The appointment or removal shall take effect when the notice is delivered to the registered office or to the secretary of the Company, or is produced at a meeting of the directors. The removal of a director shall be without prejudice to any claim which he may have under any contract with the Company.
20. There is no age limit for directors of the Company.
21. A director is not required to hold any qualification shares in the Company.

Disqualification and removal of directors

22. Regulation 81 of Table A shall be amended by substituting the following provisions for paragraphs (c) and (e):
 - (c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or
 - (e) he is otherwise duly removed from office.

Remuneration of directors

23. Regulation 82 of Table A shall be amended by the addition of the following:

The remuneration shall be divided amongst the directors in such proportions and manner as the directors unanimously determine or in default of a determination equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in the division in proportion to the fraction of the year or other period during which he held office. A director who, at the request of the directors, performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the directors determine.

Proceedings of directors

24. Regulation 88 of Table A shall be amended by adding to the sentence:

It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom the words:

unless he has given to the Company an address outside the United Kingdom to which notices should be sent.

25. If and so long as the minimum number of directors specified under these Articles is one:
- (a) a sole director may exercise all the powers conferred on the directors by the Articles, and shall do so by written resolution under his hand; and
 - (b) regulations 88 to 90 of Table A shall not apply to the Company and article 23 of these Articles shall have no effect.
26. A director may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.
27. Subject to disclosure in accordance with section 317 of the Act, a director shall be entitled to vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

The seal

28. In accordance with section 39 of the Act the Company may have an official seal for use in any territory, district or place elsewhere than in the United Kingdom.

Notices

29. Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail. A notice communicated by immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.

Indemnity


30. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company is entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office, including any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part; or (b) in connection with any application in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.

We, the subscriber to these Articles of Association, wish to be formed into a Company pursuant to these Articles, and we agree to take the number of shares shown opposite our respective name.

Name and address of Subscriber

**Number of shares taken
by the Subscriber**

UNIVERSITY OF SURREY (THE)(Co No. RC000671) One share
Senate House
Guildford
Surrey
GU2 7XH


.....
Authorised Signatory for
The University of Surrey

DATED the 23 day of OCTOBER 2006

WITNESS to the above signature: -



MRS F D SMITH

COMPANY SECRETARY + ACCOUNTANT
THE VILLAGE STORE
WILSON RD
HEADLEY DOWN.
HANTS.