

FILE COPY



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

Company No. 6174033

The Registrar of Companies for England and Wales hereby certifies that
CRIME CONCERN OFFENDER AND JUSTICE 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 20th March 2007



N06174033B



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

HC007B



CHFP025

Company Name in full

CRIME CONCERN OFFENDER AND JUSTICE SERVICES LIMITED

1. JANICE ALGAR-WHITEHILL

6 DRAKES MEADOW, PENNY LANE, SWINDON, SN3 3LL

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company],~~(person named in section 1(1) of the Companies Act 1985 who has been appointed as secretary of the company)~~
~~I have taken all the steps required by law to register 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

6 DRAKES MEADOW, PENNY LANE, SWINDON, SN3 3LL

Day Month Year

On

0,8	0,3	2,0	0,7
-----	-----	-----	-----

① Please print name.

before me !

RACHAEL ELIZABETH SCOTT

Signed

Liberty

Date _____

8.3.07

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

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Thring Townsend

6 Drakes Meadow, Penny Lane, Swindon, SN3 3LL

Tel 01793 410800

DX number 6204

DX exchange Swindon 1

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



AYO4CNPO

A26

09/03/2007

542

COMPANIES HOUSE

Lasertorm International 12/99

FRIDAY



10

Please complete in typescript,
or in bold black capitals.

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

CRIME CONCERN OFFENDER AND JUSTICE SERVICES LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

147-150 VICTORIA ROAD

Post town SWINDON

County / Region WILTSHIRE

Postcode SN1 3UY

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 THRING TOWNSEND

Address 6 DRAKES MEADOW

PENNY LANE

Post town SWINDON

County / Region WILTSHIRE

Postcode SN3 3LL

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.

Thring Townsend
6 Drakes Meadow, Penny Lane, Swindon, SN3 3LL

Tel 01793 410800

DX number 6204

DX exchange Swindon 1

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

FRIDAY



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AYO3ONPZ

09/03/2007

566

COMPANIES HOUSE

Company Secretary (see notes 1-5)

Company name

CRIME CONCERN OFFENDER AND JUSTICE SERVICES LIMITED

NAME

*Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

FORUM SECRETARIAL SERVICES LIMITED

Previous forename(s)

Previous surname(s)

Address ††

6 DRAKES MEADOW

PENNY LANE

Post town

SWINDON

County / Region

WILTSHIRE

Postcode

SN3 3LL

Country

UNITED KINGDOM

†† 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.

☐

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

Consent signature

Date

8.3.07

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

*Honours etc

Forename(s)

Surname

FORUM DIRECTORS LIMITED

Previous forename(s)

Previous surname(s)

Address ††

6 DRAKES MEADOW

PENNY LANE

Post town

SWINDON

County / Region

WILTSHIRE

Postcode

SN3 3LL

Country

UNITED KINGDOM

†† 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.

☐

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

8.3.07

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† 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.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

This section must be signed by*Either***an agent on behalf of all subscribers**

Signed

Date

8.3.07

Or the subscribers

Signed

Date

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

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.

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

CRIME CONCERN OFFENDER AND JUSTICE SERVICES LIMITED

FRIDAY



A26 *AYO4DNPP* 09/03/2007 541
COMPANIES HOUSE

1. The name of the Company is "CRIME CONCERN OFFENDER AND JUSTICE 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 any business, undertaking, transaction or operation as a general commercial company and without limitation to acquire and or carry on the business commonly carried on or undertaken by manufacturers, merchants and dealers (both wholesale and retail) in all or any articles of commercial and personal use and consumption, or by providers of services, importers, exporters, shipowners, bankers, factors, capitalists, promoters, financiers, real property dealers and investors, concessionaires, brokers, contractors, processors, storers of and dealers in any goods and other things mercantile and general agents, advertising agents, publishers, carriers and transporters of all kinds and to carry on all or any of the said businesses either together as one business or as separate distinct businesses in any part of the world;
 - 3.2 to acquire and assume for any estate or interest and to take options over, construct, develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person;
 - 3.3 to design, manufacture, buy, sell, process, import, export, deal in and store any goods and other things and to carry on the business of the above description, or which may be conveniently or advantageously made or supplied in connection with it;
 - 3.4 to purchase, take on lease or otherwise acquire by any means and exploit lands, and other real and personal property or any rights thereunder, mines and mineral rights and any interest therein and to acquire, explore for and exploit any natural resources and to carry, establish, promote and otherwise assist any company or companies, for the purpose of acquiring any business involving the ownership or possession of lands or other immovable property or buildings or structures thereon and to construct, erect, install, enlarge, alter and maintain buildings, plant and machinery and to carry on business as builders, contractors and engineers, or to sell, let or otherwise dispose of or grant rights over any real property belonging to the company;
 - 3.5 to employ brokers, commission agents or underwriters upon any issues of shares, debentures or other securities of the company and to provide for the remuneration for

their services in cash, or by the issue of shares, debentures, or other securities of the company, or by the grant of options to take the same, or in any other manner allowed by law;

- 3.6 to provide services of all descriptions and to carry on business as advisers, consultants, brokers and agents of any kind;
- 3.7 to advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind;
- 3.8 to lend money, grant or provide credit and financial accommodation, to any person and to carry on the business of a banking, finance or insurance company, with or without security;
- 3.9 to invest money of the Company in any investments and to hold, sell or otherwise deal with such investments, and to carry on the business of a property or investment company;
- 3.10 to acquire controlling or other interests in any companies whether to receive money on deposit at interest or otherwise by a subsidiary or a holding company of the Company or any other company whatsoever or to dispose by any means the whole or any part of the undertaking or property of the Company, or to amalgamate with any other company;
- 3.11 to enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out, exercise and comply with the same;
- 3.12 to accept stock or shares in, or the debentures or other securities of, any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company;
- 3.13 to borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities;
- 3.14 to enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of any premiums, interest, dividends and other moneys payable on or in respect of any securities or liabilities of any person, including (without prejudice to the generality of the foregoing) any 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;

- 3.15 to enter into and carry into effect any arrangement for joint working partnership or profit share, or formation, with any other company, or any partnership or person carrying on business within or calculated to provide the objects of this company, and co-operate or participate in any way with, and assist or subsidise any person;
- 3.16 to accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise;
- 3.17 to apply for and take out, purchase or otherwise acquire or develop any trade and service marks and names, designs, patents, patent rights, copyright, inventions and secret processes, to carry on the business of an inventor, designer or research organisation and to grant licences to use the same;
- 3.18 to sell, exchange, mortgage, charge, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over, and in any other manner deal with or dispose of or transfer, all or any part of the business, undertaking, *property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities;*
- 3.19 to issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose;
- 3.20 to issue, or guarantee the issue of, or the payment of interest on the shares, debentures, debenture stock or other securities or obligations of any company or association and to pay or provide for brokerage, commission and underwriting in respect of such issue;
- 3.21 to establish and maintain, and to contribute to, any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees or former employees, or those of its subsidiary or holding company or subsidiary of its holding company, or by or for the benefit of such other persons as may for the time being be permitted by law, or any scheme for sharing profits with its employees or those of its subsidiary and/or associated companies, and (so far as for the time being permitted by law) to lend money to the Company's employees (other than directors) with a view to enabling them to acquire shares in the Company or its holding company;
- 3.21 to acquire by subscription, purchase or otherwise, and to hold and sell, shares or stock in any company, society or undertaking, to establish agencies (and local boards) in Great Britain and elsewhere, and to regulate and discontinue the same;
- 3.23 to pay all the costs, charges and expenses incurred in connection with the promotion, formation, establishment and incorporation of the Company, including the cost of advertising, commission for underwriting, brokerage, printing and stationery and to

procure the registration or incorporation of the Company in or under the laws of any place outside England;

- 3.24 to grant pensions, annuities, or other allowances, including allowances on death, to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or any predecessor in business of any of them and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or whom the Company considers have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and to make payments towards insurances or other arrangements likely to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly to further the interests of the Company or of its Members or for any national, charitable, benevolent, educational, social, public, general or useful object;
- 3.25 to purchase or otherwise acquire all or any part of the business, property and liabilities of any company, society, partnership or person, and to conduct and carry on or liquidate any such business;
- 3.26 to establish, promote and otherwise assist any company or companies for the purpose of acquiring any of the property or properties any or the objects of this company, to acquire controlling or other interests in any companies and to subsidise any company in which this company may be interested;
- 3.27 to cease carrying on or wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory;
- 3.28 to distribute any of the property of the Company among its creditors and Members in specie or kind;
- 3.29 to do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others;
- 3.30 to carry on any other business or activity and do anything of any nature which in the opinion of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking property or assets or otherwise to advance the interests of the Company or of its Members or any of the objects of the company;
- 3.31 to do all such other things as in the opinion of the Company are or may be incidental or conducive to the attainment of the above objects or any of them in any part of the world or to cause the Company to be registered and recognised in any part of the world and it is hereby declared that:-

- (a) 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 not incorporated, and whether domiciled in the United Kingdom or elsewhere; and
 - (b) except where the context expressly so requires, none of the several paragraphs of this clause or the objects therein specified, or the powers thereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to, any other paragraph of this clause, or the order in which such objects are stated or the name of the company or the nature of any business carried on by the company, but shall be construed in as wide a sense as if each of the said sub-clauses defined the object of a separate and independent company.
- 3.32 to support and subscribe to and make donations to any charity, whether by way of covenanted donation or otherwise, and for these purposes to execute and carry into effect any covenant or covenants for payment to any charity representing the whole or any part of the company's distributable income by reference to one or more of its accounting periods or any other moneys, property or assets of the company and otherwise generally to make any such donations on such terms as may seem expedient or desirable.
4. The liability of the Members is limited to the amount (if any) for the time being unpaid on the shares held by them respectively.
5. The share capital of the Company is £100 divided into 100 Shares of £1 each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

WE, the several persons whose names and addresses are subscribed, wish to be formed into a company pursuant to this Memorandum of Association, and we respectively agree to take the number of shares in the Company set opposite our respective names.

**NAMES, ADDRESSES AND DESCRIPTION
OF SUBSCRIBER**

**NUMBER OF SHARES
TAKEN
BY EACH SUBSCRIBER**

FORUM DIRECTORS LIMITED

TWO

6 Drakes Meadow
Penny Lane
SWINDON
Wiltshire
SN3 3LL

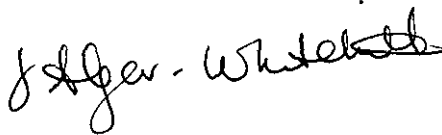
Authorised signatory



DATED the

8th day of March 2007

WITNESS to the above signatures:-



Jan Algar-Whitehill

6 Drakes Meadow
Penny Lane
SWINDON
Wiltshire
SN3 3LL

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF

CRIME CONCERN OFFENDER AND JUSTICE SERVICES LIMITED

1 PRELIMINARY

- 1.1 The regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (as amended) ("Table A") shall apply to the company save in so far as they are hereby modified or excluded.
- 1.2 Regulations 8 to 22 inclusive, 24, 25, 26, 65 to 69 inclusive, 73 to 80 inclusive and 94 of Table A shall not apply to the company.
- 1.3 References in Table A and in these Articles to writing shall include typewriting, printing, lithography, photography, telex and fax messages and other means of representing or reproducing words in a legible and non-transitory form.
- 1.4 In these Articles 'Holding Company' means a company which is the registered holder of not less than 90% of the issued shares.
- 1.5 The company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the company with a view to all or any of those shares or debentures being offered for sale to the public.

2 SHARES AND ALLOTMENT

- 2.1 At the date of the adoption of these Articles the share capital of the company is £100 divided into 100 shares of £1 each.
- 2.2 The directors may unconditionally exercise the power of the company to allot relevant securities (within the meaning of Section 80(2) of the Act).
- 2.3 The general authority conferred by this Article shall:
 - 2.3.1 extend to all relevant securities of the company unissued as at the date of adoption of this article;
 - 2.3.2 expire on the fifth anniversary of the adoption of these Articles unless varied or revoked or renewed by the company in general meeting; and

2.3.3 entitle the directors to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry thereof.

2.4 Subject to and without prejudice to the generality of the provisions of Article 4 below any shares unissued at the date of the adoption of these Articles and any shares hereafter created shall be under the control of the directors who may allot, grant options over or otherwise deal with or dispose of the same to such persons (including the directors themselves) on such terms and in such manner as they think fit, provided that no shares shall be issued at a discount.

2.5 In accordance with Sections 89(1), 90(1) to (6) inclusive and 91(1) of the Act shall be excluded from applying to the company.

2.6 The directors shall register a transfer of shares which is presented for registration duly stamped.

3 PROCEEDINGS AT GENERAL MEETINGS

3.1 Regulation 40 of Table A shall be deleted and the following substituted therefor:

"No business shall be transacted at any meeting unless a quorum is present. One person entitled to vote being a member registered as the holder of not less than 90% of the issued shares or a proxy for such member or a duly authorised representative of a Holding Company shall be a quorum"

3.2 A poll may be demanded at any general meeting by the chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be modified accordingly.

3.3 The first sentence of Regulation 38 of Table A shall be amended by deleting the words 'or a resolution appointing a person as a director'.

3.4 If and so long as there is only one member of the company, a decision taken by the member which may be taken in general meeting is as effective as if agreed by the company in general meeting.

3.5 A decision taken by a sole member of the company under paragraph 3.4 of this Article (unless taken by way of written resolution) shall be recorded in writing and a copy provided to the company.

4 VOTES OF MEMBERS

A proxy shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be modified accordingly. An instrument appointing a proxy shall be deemed to confer authority to vote on any amendment or a resolution put to the meeting for which it is given as the proxy thinks fit and shall be valid as well for any adjournment of the meeting as for the meeting to which it relates.

5 APPOINTMENT, DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 5.1 The directors shall not be liable to retire by rotation.
- 5.2 A director shall not be required to hold and share qualification.
- 5.3 The minimum number of directors shall be two and unless otherwise determined by ordinary resolution, the number of directors is not subject to a maximum.
- 5.4 The company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.
- 5.5 If and so long as there is a Holding Company the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as and against all other provisions of these Articles:
 - 5.5.1 a Holding Company may at any time and from time to time appoint any person to be a director or remove from office any director however appointed but so that in the case of a managing director his removal from office shall be deemed an act of the company and shall have effect without prejudice to any claim for damages in respect of the consequent termination of his executive office;
 - 5.5.2 no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Holding Company;
 - 5.5.3 any or all powers of the directors shall be restricted in such respects and to such extent as the Holding Company may by notice to the company from time to time lawfully prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the company and signed on behalf of the Holding Company by any two of its directors or by any one of its directors and its secretary or some other person duly authorised for the purpose. No person dealing with the company shall be concerned to see or enquire as to whether the powers of the directors have been in any way restricted hereunder or as to whether any requisite consent of the Holding Company has been obtained and no obligation incurred or security given or transaction effected by the company to or with any third party shall be invalid and ineffectual unless the third party has at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the directors.

6 PROCEEDINGS OF THE DIRECTORS

- 6.1 Subject to the provisions of Section 317 of the Act, a director may vote on any contract or arrangement in which he is interested and on any matter arising therefrom and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration. Regulation 95 of Table A shall be modified accordingly and Regulation 96 shall not apply.

- 6.2 Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of conference, telephone or similar communications equipment whereby all participating in the meeting can hear each other and participation in such a meeting in this manner shall be deemed to constitute presence in person at such meeting.

7 DIRECTORS' BORROWING POWERS

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

8 THE SEAL

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

9 INDEMNITY

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 shall be 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, but without prejudice to the generality of the foregoing, 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 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 action or omission done or alleged to be done by him as an officer or employee of the company.

10 NOTICE

- 10.1 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, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed provided that a hard copy thereof is either delivered personally or sent by post. Regulations 111, 112 and 115 of Table A shall be amended accordingly.

**NAMES, ADDRESSES AND DESCRIPTION
OF SUBSCRIBERS**

**NUMBER OF SHARES
TAKEN
BY EACH SUBSCRIBER**

FORUM DIRECTORS LIMITED

TWO

6 Drakes Meadow

Penny Lane

SWINDON

Wiltshire

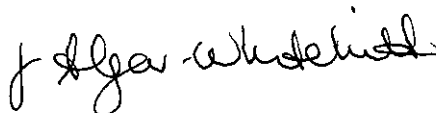
SN3 3LL

Authorised signatory



DATED the 8th day of March 2007

WITNESS to the above signatures:-



Jan Algar-Whitehill

6 Drakes Meadow

Penny Lane

SWINDON

Wiltshire

SN3 3LL