



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number

101089

I hereby certify that

JACLARCH LIMITED

is this day incorporated under the Companies Act 1985 as a
private company and that the Company is limited.

Signed at Edinburgh

29 September 1986

A handwritten signature in black ink, appearing to be 'G. P. H.', written over a horizontal line.

Registrar of Companies

G

COMPANIES FORM No. 12

12

Statutory Declaration of compliance with requirements on application for registration of a company

Please do not
write in
this margin

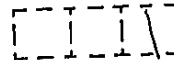
Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

For official use

* insert full
name of Company

Name of company

*
JACLARCH LIMITED

I, STEPHEN MABBOTT

of 24 CASTLE STREET

EDINBURGH EH2 3HT

† 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(2)]† and that all the requirements of the above Act 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
provisions of the Statutory Declarations Act 1835

Declared at EDINBURGH

Declarant to sign below

the 29th day of August

One thousand nine hundred and 86

before me

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

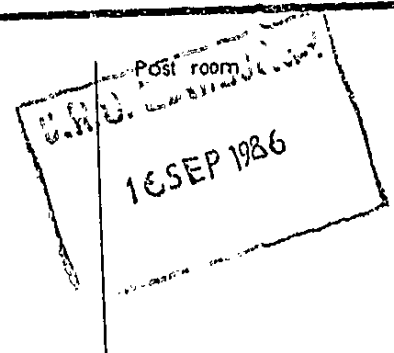
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Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 253 3030
TELEX 261010

Presentor's name address and
reference (if any):

Oswalds of Edinburgh Limited
Registration Agents
24 Castle Street
EDINBURGH
EH2 3HT

For official Use
New Companies Section

THE COMPANIES ACT 1985



PRIVATE COMPANY LIMITED BY SHARES

100000

2

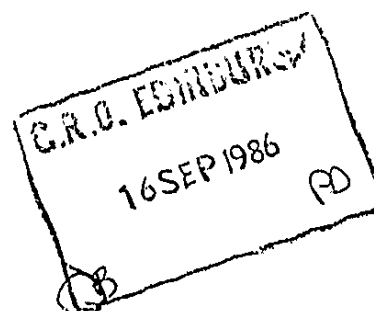
MEMORANDUM OF ASSOCIATION OF

JACLARCH LIMITED

1. The Company's name is " JACLARCH LIMITED
2. The Company's registered office is to be situated in Scotland.
3. The Company's objects are:-

(a) To carry on for profit, directly or indirectly, whether by itself or through subsidiary, associated or allied companies or firms in the United Kingdom or elsewhere in all or any of its branches any business, undertaking, project or enterprise of any description whether of a private or public character and all or any trades, processes and activities connected therewith or ancillary or complementary thereto.

OS
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RM



(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) 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).

(i) 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.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

(o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(p) 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.

(q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(r) 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.

(s) 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.

(t) 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 a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary 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 of 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, holding or fellow subsidiary 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.

(u) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 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.

(v) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(w) To procure the Company to be registered or recognised in any part of the world.

(x) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(y) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

(1) 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 this Clause, or by reference to or inference from the name of the Company.

(2) 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) 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.

(4) 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.

5. The Company's share capital is £100 divided into 100 shares of £1 each.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names,

Names, addresses and descriptions of Subscribers	Number of shares taken by each Subscriber
--	---



1. Stephen Mabbott,
24 Castle Street,
Edinburgh.

- One

Company Registration Agent.



2. Andrew Cockburn,
24 Castle Street,
Edinburgh.

- One

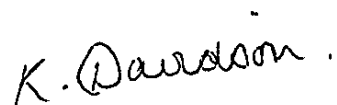
Company Registration Agent.

Total shares taken - Two

Dated 29th August 1986

Witness to the above Signatures: - Karen Davidson,
24 Castle Street,
Edinburgh.

Company Registration Agent.



THE COMPANIES ACT 1985 /

161089

3

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

JACLARCH LIMITED /

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles 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.

ALLOTMENT OF SHARES

2. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in

proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (b) shall have effect subject to Section 80 of the Act.

(c) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

(d) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

SHARES

3. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing 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 two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.

4. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

GENERAL MEETINGS AND RESOLUTIONS

5. (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified accordingly.

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

(b) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.

6. (a) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.

(b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

(c) Clause 41 in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

7. (a) Clause 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of the Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.

(d) No person shall be appointed a Director at any General Meeting unless either:-

(i) he is recommended by the Directors; or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.

(e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

BORROWING POWERS

8. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and 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.

ALTERNATE DIRECTORS

9. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.

(b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

DISQUALIFICATION OF DIRECTORS

10. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

GRATUITIES AND PENSIONS

11. (a) The Directors may exercise the powers of the Company conferred by Clause 3(t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers,

(b) Clause 87 in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

12. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

INDEMNITY

13. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) Clause 118 in Table A shall not apply to the Company.

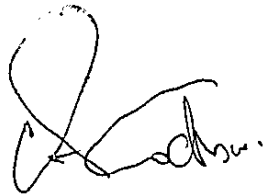
TRANSFER OF SHARES

14. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Clause 24 in Table A shall not apply to the Company,

Names and Addresses of Subscribers



Stephen Mabbott
24 Castle Street
Edinburgh



Andrew Cockburn
24 Castle Street
Edinburgh

Dated 29th August 1986

Witness to the above Signatures,

Karen Davidson
24 Castle Street
Edinburgh
Company Registration Agent



G

COMPANIES FORM No. 10

10**Statement of first directors
and secretary and intended
situation of registered office**Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

Please complete
legibly, preferably
in black type, or
bold block lettering* insert full name
of company

Name of company

* JACLARCH LIMITED	
--------------------	--

The intended situation of the registered office of the company on incorporation is as stated below

24 Castle Street	
EDINBURGH	
Postcode	EH23HT

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

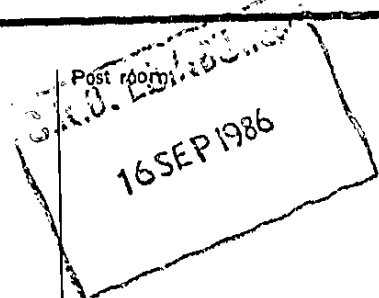
X

Oswalds of Edinburgh Limited	
24 Castle Street	
EDINBURGH	
Postcode	EH23HT

Number of continuation sheets attached (see note 1)

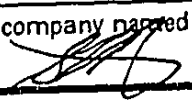
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JordansJORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 8EE
TELEPHONE 01 253 3030
TELEX 28 4010Presentor's name address and
reference (if any):Oswalds of Edinburgh Limited
Registration Agents
24 Castle Street
EDINBURGH
EH2 3HTFor official Use
General Section

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not
write in
this margin

Name (note 3) Stephen Mabbott		Business occupation Company Registration Agent	
Previous name(s) (note 3)		Nationality BRITISH	
Address (note 4) 24 Castle Street		Date of birth (where applicable) (note 6)	
Edinburgh			
	Postcode EH2 3HT		
Other directorships † None			
I consent to act as director of the company named on page 1			
Signature 		Date 29th August 1986	

† enter particulars
of other
directorships
held or previously
held (see note 5)
if this space is
insufficient use a
continuation sheet.

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
	Postcode		
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
	Postcode		
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

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this margin

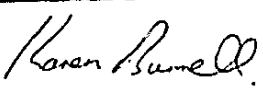
Please complete
legibly, preferably
in black type, or
bold block lettering

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)		Andrew Cockburn	
Previous name(s) (note 3)			
Address (notes 4 & 7)		24 Castle Street	
Edinburgh			
		Postcode	EH2 3HT
I consent to act as secretary of the company named on page 1			
Signature		Date 29th August 1986	

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
	Postcode
I consent to act as secretary of the company named on page 1	
Signature	Date

delete if the form is
signed by the
subscribers

	Oswalds of Edinburgh Limited
	Registration Agents
Signature of agent on behalf of subscribers	24 Castle Street
	EDINBURGH EH2 3JQ
	Date 29th August 1986



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company Number

101089

I hereby certify that

JACLARCH LIMITED

having by special resolution changed its name, is now
incorporated under the name of

ALDUS (U.K.) LIMITED

Signed at Edinburgh

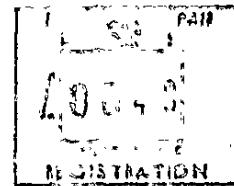
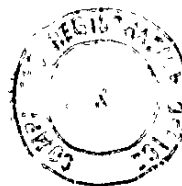
5 November 1986

A handwritten signature in black ink, appearing to be 'J. H. H.', written over a rectangular stamp.

Registrar of Companies

Number of Company 101089

THE COMPANIES ACT 1985



special resolution(s)

of **JACLARCH LIMITED** Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at 24 Castle Street, Edinburgh EH2 3HT

on the 20th day of October 19 86

the following SPECIAL RESOLUTION(S) was/were duly passed:—

That the name of the Company be changed To: "ALDUS (U.K.) LIMITED"

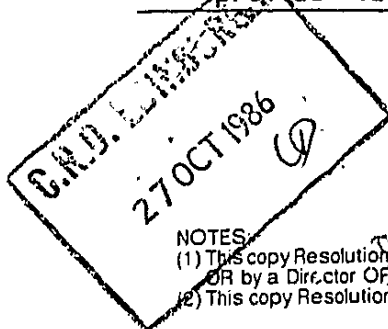
That the authorised share capital of the company be increased from £100 to £100,000 by the creation of 99,900 Ordinary Shares of £1 and that following on the increase the capital be subdivided as follows:—

50,000 Ordinary shares of £1 each

50,000 Non-voting participating Ordinary Shares of £1 each

That Clause 3(a) of the Memorandum of Association of the Company be cancelled and the following substituted:

(a) To carry on all or any of the businesses of manufacturers, designers, installers, maintainers, importers, exporters, hirers, letters on hire of, agents for, and dealers in computers, silicon chips, software, recording media, computer print ribbons, programmes, data processing supplies, equipment and machinery of every description and of, for and in office equipment and furniture and commercial appliances, accessories and utensils of every description, electronic, electrical and general engineers, stationers, printers and publishers; to carry on the businesses of computer programmers, consultants and agents, to act as agents for the sale of, advisers, investigators and organisers in relation to systems of, and mechanical and other aids for all kinds of calculations and measurements in connection with the promotion, arrangement, design, programming, production and compilation of data processing methods and to provide specialised training and preparation in relation to all matters pertaining thereto; to carry out, undertake, organise and provide facilities for scientific and technical research and to



NOTES

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed.



Printed and supplied by —
Oswalds of Edinburgh Limited Company Formation and Information Services
24 Castle Street, Edinburgh EH2 3HT Telephone 031-225-7308 Telex 72428

14723 8702 194000

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undertake experimental work with prototypes, instruments, appliances, apparatus, metals, materials and devices; to discover and develop new processes and materials and to obtain rights of development, manufacture and sale in respect thereof; advertising agents and contractors, furnishers, storekeepers, general merchants and traders and to manufacture, buy, sell and deal in plant, machinery, tools, implements, materials and things of all kinds, necessary or useful for carrying on the foregoing businesses or any of them or likely to be required by customers of or persons having dealings with the Company.



ROSWALDS OF EDINBURGH LIMITED
COMPANY REGISTRATION AGENTS
24 CASTLE STREET
EDINBURGH

G

COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

[19]

101089

Name of company

* C.R. RECORDS (UK) - 1986
JACLABCH LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 20th October 1986 the nominal capital of the company has been
increased by £ 99,900 beyond the registered capital of £ 100

§ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

To rank pari passu with the existing shares

Please tick here if
continued overleaf☐† delete as
appropriate

Signed

[Director][Secretary]† Date

23rd October 1986

Presentor's name address and
reference (if any):

OSWALDS OF EDINBURGH LIMITED
COMPANY REGISTRATION AGENTS
24 CASILE STREET
EDINBURGH

For official Use
General Section

Post room

C.R. RECORDS (UK) - 1986
27 OCT 1986
4D

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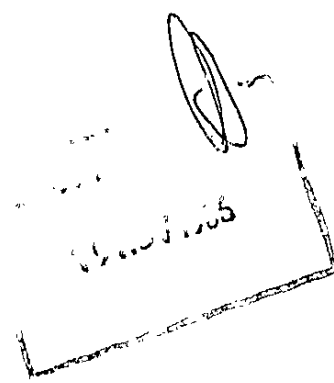
110

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

ALDUS (U.K.) LIMITED



1. The Company's name is "ALDUS (U.K.) LIMITED".
2. The Company's registered office is to be situated in Scotland.
3. The Company's objects are:-

(a) To carry on all or any of the businesses of manufacturers, designers, installers, maintainers, importers, exporters, hirers, letters on hire of, agents for, and dealers in computers, silicon chips, software, recording media, computer print ribbons, programmes, data processing supplies, equipment and machinery of every description and of, for and in office equipment and furniture and commercial appliances, accessories and utensils of every description, electronic, electrical and general engineers, stationers, printers and publishers; to carry on the businesses of computer programmers, consultants and agents, to act as agents for the sale of, advisers, investigators and organisers in relation to systems of, and mechanical and other aids for all kinds of calculations and measurements in connection with the promotion, arrangement, design, programming, production and compilation of data processing methods and to provide specialised training and preparation in relation to all matters pertaining thereto; to carry out, undertake, organise and provide facilities for scientific and technical research and to undertake experimental work with prototypes, instruments, appliances, apparatus, metals, materials and devices; to discover and develop new processes and materials and to obtain rights of development, manufacture and sale in respect thereof; advertising agents and contractors, furnishers, storekeepers, general merchants and traders and to manufacture, buy, sell and deal in plant, machinery, tools, implements, materials and things of all kinds, necessary or useful for carrying on the foregoing businesses or any of them or likely to be required by customers of or persons having dealings with the Company.

(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) 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).

(i) 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.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

(o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(p) 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.

(q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(r) 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.

(s) 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.

(t) 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 a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary 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 of 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, holding or fellow subsidiary 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.

(u) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 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.

(v) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(w) To procure the Company to be registered or recognised in any part of the world.

(x) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(y) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

(1) 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 this Clause, or by reference to or inference from the name of the Company.

(2) 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) 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.

(4) 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.

5. The Company's share capital is £100,000 divided into 50,000 Ordinary Shares of £1 each and 50,000 Non-Voting Participating Ordinary Shares of £1 each.

CERTIFIED A TRUE COPY


.....Director

224

Post room

21 Jan 1983

11. 11. 1985
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THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

ALDUS (U.K.) LIMITED

PRELIMINARY

1. (A) The Regulations in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as that Schedule was in force on the date of adoption of these Articles (hereinafter called "Table A") shall apply to the Company save to the extent that they are excluded by or are inconsistent with any of these Articles.
(B) Regulations 5, 8, 46, 50, 54, 64, 66 to 69 inclusive, 73 to 83 inclusive, 87, 94 to 98 inclusive, 101 and 118 of Table A shall not apply to the Company.

INTERPRETATION

2. Regulation 1 of Table A shall apply to these Articles as it applies to the Regulations in Table A.

SHARE CAPITAL

3. The authorised share capital of the Company at the date of adoption of these Articles is £100,000 divided into 50,000 Voting Shares/

21.04.1987

Shares of £1 each ("the Voting Shares") and 50,000 Non-Voting Shares of £1 each ("the Non-Voting Shares"). The Voting Shares and the Non-Voting Shares shall rank *pari passu* except as regards voting. At any general meeting of the Company every member holding Voting Shares who is present in person or by proxy (or in the case of a corporation by a duly appointed representative) shall have one vote and on a poll every such member shall have one vote for every Voting Share held. The holders of the Non-Voting Shares shall have the right to receive notice of, attend and speak at any general meeting of the Company, but shall have no right as holders of Non-Voting Shares to vote, either on a show of hands or on a poll and shall not be counted in any quorum.

4. The Company shall be entitled, but shall not be bound, to accept and, in case of acceptance, shall be entitled to record in such manner as it may think fit notices of any trusts in respect of any of the shares of the Company. Notwithstanding any such acceptance and/or the making of any such record, the Company shall not be bound to see to the execution, administration or observance of any trust, whether expressed, implied or constructive in respect of any shares of the Company and shall be entitled to recognise and give effect to the acts and deeds of the registered holders of such shares as if they were absolute owners thereof. For the purpose of this Article 'trust' includes any right in respect of any shares of the Company other than an absolute right thereto in the registered holder thereof for the time/



time being or such other rights in case of transmission thereof as are hereinafter mentioned.

LIEN

5. The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share and, in the case of a share standing registered in the name of a single person, for all moneys presently payable by that person or his estate to the Company. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to any amount payable in respect of that share, whether by way of dividend or otherwise.

TRANSFER OF SHARES

6. (a) No shareholder shall at any time mortgage, pledge or otherwise encumber or, subject to the provisions of this Article sell any of the shares held by it without the approval of the holders of all the members holding Voting Shares, except as follows:
- (b) In the event that any shareholder shall at any time desire to sell or assign all or any shares held by it, such shareholders shall first communicate this desire to the other shareholders in writing. The shareholder desiring to sell shall not inform any third party of its intentions nor enter into any negotiations with any third party. If any of the other/

28C

other shareholders reply in writing within thirty days that it is interested in purchasing such shares, the parties shall attempt to reach agreement with respect to price.

- (c) If within a further period of thirty days the parties are unable to agree upon the price for such shares, the shareholder desiring to sell may then sell any of its shares at its own expense and for cash, provided that it first obtains a bona fide offer from the proposed buyer and gives the other shareholders written notice of the proposed sale setting forth the proposed buyer and describing the terms of such intended sale, and gives the other shareholders the right, for not less than thirty clear days after receipt of such notice, to buy such shares on the same terms as detailed in the notice. If such opportunity is not accepted within such thirty day period, the shareholder desiring to sell may, within a period of fifteen days following the termination of such thirty day period sell such shares to the proposed buyer on the same terms detailed in the notice.
- (d) In case of competition between the other shareholders who wish to purchase such shares the holders of the Voting Shares shall have first right to purchase and only if some or all are not purchased by the holders of the Voting Shares will the holders of the Non-Voting Shares have right to purchase.
- (e) Any sale by one shareholder to another hereunder shall be consummated in the following manner: the purchaser shall deliver/

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deliver cash in the amount of the purchase price to the principal place of business of the Company at 10.00 a.m., local time, on the date fifteen days following the giving of notice of acceptance, against delivery of a certificate representing the shares to be purchased, endorsed for transfer to the purchaser and free and clear of all liens, charges and encumbrances.

- (f) The Directors shall be bound to register the transfer of any share transferred in accordance with the provisions of the foregoing Article except where (1) it is not fully paid or (2) the Company has a lien on it, but save with the unanimous consent of all the holders of Voting Shares they will not register any transfer of shares made otherwise than in terms of this Article.

PROCEEDINGS AT GENERAL MEETINGS

7. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration, of the show of hands a poll is demanded. Subject to the provisions of the Act, a poll may be demanded by any member holding Voting Shares present in person or by proxy or, being a corporation, by representative.

VOTES OF MEMBERS

8. Subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly/

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duly authorised representative shall have one vote for every share of which he is the holder.

NUMBER OF DIRECTORS

9. At the date of adoption of these Articles the Directors of the Company shall be Paul Brainerd, Jim Thornton, Michael Gray and Derek Gray. The minimum number of Directors shall be two and there shall be no maximum number.

ALTERNATE DIRECTORS

10. An Alternate Director shall be entitled to receive notice of all meetings of Directors and of committees of Directors of which his appointer is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointer as a Director in his absence.
11. Any appointment or removal of an Alternate Director may be made by letter, cable, telex, telegram or facsimile message or in any other manner approved by the Directors. Any cable, telex, telegram or facsimile message shall be confirmed as soon as possible by letter, but may be acted upon by the Company meanwhile.
12. The remuneration of any Alternate Director shall be payable out of the remuneration of the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the Alternate Director and his appointer.
13. An Alternate Director shall cease to be an Alternate Director if his/

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his appointer ceases for any reason to be a Director; but if a Director, having retired or vacated office at a meeting of the Company, is re-appointed or deemed to have been re-appointed at that meeting, any appointment of an Alternate Director made by him which was in force immediately prior to his retirement or vacation of office shall continue after his reappointment.

14. Every person acting as an Alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him.
15. An Alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote.

BORROWING POWERS

16. The Directors may exercise all the powers of the Company to borrow money to a limit of £400,000 upon such terms and in such manner as they think fit and to grant any mortgage, charge or Standard Security over its undertaking, property and uncalled capital, or any part thereof and 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. The Directors shall exercise the powers of the Company to borrow additional sums only after obtaining the unanimous consent of the holders of the Voting Shares, which consent shall not be unreasonably withheld.

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APPOINTMENT

APPOINTMENT AND RETIREMENT OF DIRECTORS

17. No Director shall be required to retire from office at the first or any other general meeting of the Company.
18. For so long as (1) Aldus Corporation and/or any holding company or subsidiary of it (hereinafter together called "the Aldus Shareholders") and (2) Michael Gray and/or Derek Gray and/or McQueen Holdings Limited and/or any holding company or subsidiary of it (hereinafter together called "the Gray Shareholders") hold (as between the Aldus Shareholders and the Gray Shareholders) an equal number of Voting Shares in the Company, the Aldus Shareholders and the Gray Shareholders shall have the right by notice in writing given by the majority (by number of Voting Shares) of respectively the Aldus Shareholders and the Gray Shareholders to appoint and remove Directors of the Company but provided that there are at all times (while this Article remains in force) an equal number of Directors appointed by the Aldus Shareholders and the Gray Shareholders.
19. At any time and from time to time the Company may (without prejudice to the powers of the Directors under Article 20) by ordinary resolution appoint any person a Director (but so that the maximum number of Directors (if any) from time to time fixed in accordance with these Articles is not exceeded).
20. The Directors may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director, but so that the maximum number of Directors (if any) from time to time fixed in accordance with these Articles is not exceeded.

DISQUALIFICATION/

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DISQUALIFICATION AND REMOVAL OF DIRECTORS

21. The office of a Director shall be vacated if:-

- (A) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
- (B) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (C) he is, or may be, suffering from mental disorder and either:-
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984, or
 - (ii) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (D) he resigns his office by notice to the Company; or
- (E) he shall for more than six consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated; or
- (F) he is removed from office by the shareholders who appointed him, in terms of Article 18 hereof.

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REMUNERATION/

REMUNERATION OF DIRECTORS

22. The remuneration of the Directors shall be determined by the Company in general meeting from time to time. Such remuneration shall be divided among the Directors in accordance with the determination of the Company in general meeting or in such proportions as may be agreed by all the Directors; but, in default of such determination or agreement, if all the Directors have been in office throughout the year, the remuneration shall be divided equally among them, and if they have not, it shall be divided among them rateably in proportion to the parts of the year during which they have respectively been Directors.

DIRECTORS' EXPENSES

23. The Directors (including Alternate Directors) may be repaid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or in connection with the business of the Company.
24. Any Director who, being so requested by the Directors, performs special or extraordinary services on behalf of the Company, or who, for the purpose of discharging his duties, travels to or resides in any place other than that in which he usually resides may be paid such extra remuneration (whether by way of lump sum, commission or participation in profits or otherwise) as the Directors may determine.

DIRECTORS' GRATUITIES AND PENSIONS

25. The Directors may grant retirement pensions or annuities or other gratuities/
- DSC

gratuities or allowances including allowances on death, to any persons or to the widow or dependants of any person in respect of services rendered by him to the Company in any office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company, notwithstanding that he may be or may have been a Director of the Company, and the Company may make payments towards insurances or trusts for such purposes in respect of such person and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

PROCEEDINGS OF DIRECTORS

27. A Director may vote in respect of any contract or arrangement notwithstanding that he may be interested therein and if he does so he may be counted in the quorum at any meeting of the Directors at which any such contract or proposed contract or arrangement shall come before the meeting for consideration.
28. A resolution of which any Director has signified his approval by letter, cable, telex, telegram or facsimile message shall be as valid and effectual as a resolution in writing signed by that Director.
29. In the event that the Directors fail to agree on any course of action to be pursued by the Company as being in its best commercial interests, the matter shall be submitted to the President for the time being of the Institute of Chartered Accountants of Scotland, 27 Queen Street, Edinburgh or his nominee for his sole decision and arbitration. The arbiter shall decide/

DSC

decide only what is in the best commercial interests of the Company as opposed to and distinct from the commercial interests of any individual shareholder, no matter how large his shareholding may be.

30. In Regulation 88 of Table A the words "In the case of an equality of votes, the Chairman shall have a second or casting vote," shall be deleted.
31. It shall be necessary to give notice of directors' meetings to all directors of the Company whether or not they are in the United Kingdom and regulation 88 of Table A shall be amended accordingly.

THE SEAL

32. The Directors shall provide for the safe custody of the Seal of the Company, which shall be affixed to all documents required to be under Seal in the presence of such person or persons and subject to such regulations as the Directors shall from time to time prescribe.

WINDING-UP

33. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the members the amounts paid or credited as paid on the shares held by them respectively and the balance (if any) shall be distributed among the members in proportion to the number of shares/

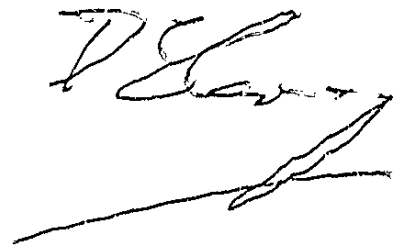
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shares held by them respectively; Provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

INDEMNITY

34. Subject to the provisions of the Act but without prejudice to any indemnity which may otherwise be available, every Director, Managing Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by and out of the assets of the Company against:-

- (A) all charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto; and
- (B) any liability incurred by him in:-
 - (i) defending any proceedings, whether civil or criminal, in which judgement is not given against him; or
 - (ii) in connection with any application in which relief is granted to him by the Court from liability for negligence, breach of duty or breach of trust in relation to the affairs of the Company.



G**COMPANIES FORM No. 225(1)****225(1)****Notice of new accounting reference date given during the course of an accounting reference period**Please do not
write in this
margin

Pursuant to section 225(1) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

[] [] [] [] [] []

SC101089

Name of company

* ALDUS (UK) LTD

* insert full name
of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Note
Please read notes
1 to 4 overleaf
before completing
this form

Day Month

3 0 1 0

† delete as
appropriate

The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year

3 0 1 0 1 9 8 7

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

Signed

[Director][Secretary]† Date

12 February 1987

Presentor's name address and
reference (if any):For official Use
General Section

Post room

24 FEB 1987

24 FEB 1987

G**225(1)****Notice of new accounting reference date given during the course of an accounting reference period**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

* insert full name of company

Note
Please read notes 1 to 5 overleaf before completing this form

† delete as appropriate

See note 4c and complete as appropriate

To the Registrar of Companies

For official use

Company number

[] [] [] []

101089

Name of company

* Aldus (U.K.) Limited

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3	1	1	2
---	---	---	---

The current accounting reference period of the company is to be treated as ~~[shortened]~~ [extended]† and ~~[is to be treated as having come to an end]~~ will come to an end† on

Day Month Year

3	1	1	2	1	9	8	7
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] ~~[holding company]~~† of Aldus Corporation, a corporation registered in the United States of America

company number N/Athe accounting reference date of which is 31 December 1987

Signed

[Signature] [Director] [Secretary]† Date

1 October 1987

Presentor's name address and reference (if any):

Derek J Gray
Director
Aldus (U.K.) Limited
Craigcrook Castle
Craigcrook Road
EDINBURGH EH4 3UH

For official Use
General Section

Post room



COMPANIES FORM No. 123

**Notice of increase
in nominal capital**

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

☐ ☐ ☐ ☐

101089

Name of company

* Aldus (U.K.) Limited

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 1st October 1987 the nominal capital of the company has been
increased by £ 400,000.00 beyond the registered capital of £ 100,000.00.

§ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

The Shares of the Company will rank parri passu in
all respects.

Please tick here if
continued overleaf

☐

† delete as
appropriate

Signed

[Signature]

(Director) ~~Secretary~~ Date

1 October 1987

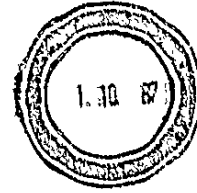
Presenter's name address and
reference (if any):

Derek J Gray
Director
Aldus (U.K.) Limited
Craigcrook Castle
Craigcrook Road
EDINBURGH EH4 3UH

For official Use
General Section

Post room

[Signature]



101089

Aldus (U.K.) Limited

Special and Ordinary Resolutions

The following Resolutions were passed at an Extraordinary General Meeting of the Company held at Craigcrook Castle, Craigcrook Road, Edinburgh on 1st October 1987.

Special Resolutions

1. That the name of the company be changed to Aldus Europe Limited.
2. That the Articles appended to this minute and initialed for the purposes of identification by the Chairman of the meeting be substituted for and in place of the existing Articles of Association.

Ordinary Resolutions

3. That the share capital of the company be increased from £100,000 to £500,000 by the creation of 400,000 new voting shares of £1 each. The existing non-voting shares of £1 each to be converted into voting shares of the same value. In all respects the shares will rank parri passu with each other.

Chairman

Sm
18



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company Number

101089

I hereby certify that

ALDUS (U.K.) LIMITED

having by special resolution changed its name, is now
incorporated under the name of

ALDUS EUROPE LIMITED

Signed at Edinburgh

12 OCTOBER 1987

A handwritten signature in black ink, appearing to be 'D. J. [unclear]', written over a rectangular stamp.

Registrar of Companies

C28

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

ALDUS EUROPE LIMITED
(as adopted by Written Resolution dated 1987)

PRELIMINARY

1. (A) The Regulations in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as that Schedule was in force on the date of adoption of these Articles (hereinafter called "Table A") shall apply to the Company save to the extent that they are excluded by or are inconsistent with any of these Articles.
(B) Regulations 5, 8, 46, 54, 64, 66 to 69 inclusive, 73 to 80 inclusive, 81, 82, 83, 87, 88, 94 to 98 inclusive, 101 and 118 of Table A shall not apply to the Company.

INTERPRETATION

2. Regulation 1 of Table A shall apply to these Articles as it applies to the Regulations in Table A.

SHARE CAPITAL/


1987
D.E.

SHARE CAPITAL

3. The authorised share capital of the Company at the date of adoption of these Articles is £500,000 divided into 500,000 shares of £1 each.
4. The Company shall be entitled, but shall not be bound, to accept and, in case of acceptance, shall be entitled to record in such manner as it may think fit notices of any trusts in respect of any of the shares of the Company. Notwithstanding any such acceptance and/or the making of any such record, the Company shall not be bound to see to the execution, administration or observance of any trust, whether expressed, implied or constructive in respect of any shares of the Company and shall be entitled to recognise and give effect to the acts and deeds of the registered holders of such shares as if they were absolute owners thereof. For the purpose of this Article 'trust' includes any right in respect of any shares of the Company other than an absolute right thereto in the registered holder thereof for the time being or such other rights in case of transmission thereof as are hereinafter mentioned.

LIEN

5. The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share and, in the case of a share standing registered in the name of a single person, for all moneys presently payable by that person or his estate to the Company. The Directors may at any time declare any share to be wholly/



wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to any amount payable in respect of that share, whether by way of dividend or otherwise.

PROCEEDINGS AT GENERAL MEETINGS

6. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration, of the show of hands a poll is demanded. Subject to the provisions of the Act, a poll may be demanded by any member present in person or by proxy.

VOTES OF MEMBERS

7. Subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative shall have one vote, and on a poll he shall have one vote for every share of which he is the holder.

NUMBER OF DIRECTORS

8. Unless otherwise determined by ordinary resolution, the number of directors (other than Alternate Directors) shall not be subject to any maximum but shall not be less than two; provided that if at any time there is only one Director, or if the number of Directors falls below that determined by ordinary resolution to be the minimum number, that Director, or that number of Directors, may act for the purposes of convening a general meeting/

DSF

meeting of the Company and of appointing a person who is willing to act to be a Director. The provisions of Article 18 shall apply to any person so appointed.

ALTERNATE DIRECTORS

9. An Alternate Director shall be entitled to receive notice of all meetings of Directors and of committees of Directors of which his appointer is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointer as a Director in his absence.
10. Any appointment or removal of an Alternate Director may be made by letter, cable, telex, telegram or facsimile message or in any other manner approved by the Directors. Any cable, telex, telegram or facsimile message shall be confirmed as soon as possible by letter, but may be acted upon by the Company meanwhile.
11. The remuneration of any Alternate Director shall be payable out of the remuneration of the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the Alternate Director and his appointer.
12. An Alternate Director shall cease to be an Alternate Director if his appointer ceases for any reason to be a Director; but if a Director, having retired or vacated office at a meeting of the Company, is re-appointed or deemed to have been re-appointed at that meeting, any appointment of an Alternate Director made by him/



him which was in force immediately prior to his retirement or vacation of office shall continue after his reappointment.

13. Every person acting as an Alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him.
14. An Alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote.

APPOINTMENT AND RETIREMENT OF DIRECTORS

15. At each annual general meeting of the Company all the Directors shall retire from office.
16. If the Company, at the meeting at which a Director retires from office, does not fill the vacancy the retiring Director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Director is put to the meeting and lost.
17. A Director who retires or vacates office at an annual general meeting shall retain office until the meeting appoints someone in his place or, if it does not do so, until the end of the meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

18. The office of a Director shall be vacated if:-

(A)/



- (A) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
 - (B) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (C) he is, or may be, suffering from mental disorder and either:-
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984, or
 - (ii) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
 - (D) he resigns his office by notice to the Company; or
absent without permission of the Directors from meetings.
19. Subject to the provisions of the Articles the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. All Directors shall be given notice of meetings. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote. A Director who is an/



an Alternate Director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote.

PARENT COMPANY

20. Notwithstanding anything contained in these Articles, so long as there is a holding company of the Company within the meaning of Section 736 of the Companies Act 1985 (hereinafter called "the Parent Company") the following provisions shall apply:

- (a) The Parent Company may at any time from time to time appoint any person to be Director or remove from office a Director. Every such appointment or removal shall be in writing and signed by or on behalf of the Parent Company and shall take effect upon receipt at the Registered Office of the Company or by the Secretary; and
- (b) The Parent Company shall determine the remuneration of the Director.

REMUNERATION OF DIRECTORS

21. The remuneration of the Directors shall be determined by the Parent Company in general meeting from time to time. Such remuneration shall be divided among the Directors in accordance with the determination of the Company in general meeting or in default of such determination or agreement, if all the Directors have been in office throughout the year, the remuneration shall be divided equally among them, and if they have not, it shall be divided among them rateably in proportion to the parts of the year/



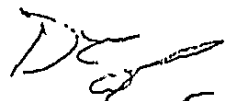
year during which they have respectively been Directors.

DIRECTORS' EXPENSES

22. The Directors (including Alternate Directors) may be repaid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or in connection with the business of the Company.
23. Any Director who, being so requested by the Directors, performs special or extraordinary services on behalf of the Company, or who, for the purpose of discharging his duties, travels to or resides in any place other than that in which he usually resides may be paid such extra remuneration (whether by way of lump sum, commission or participation in profits or otherwise) as the Directors may determine.

DIRECTORS' GRATUITIES AND PENSIONS

24. The Directors may grant retirement pensions or annuities or other gratuities or allowances including allowances on death, to any persons or to the widow or dependants of any person in respect of services rendered by him to the Company in any office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company, notwithstanding that he may be or may have been a Director of the Company, and the Company may make payments towards insurances or trusts for such purposes in respect of such person and may include rights in respect of such pensions, annuities and allowances/



allowances in the terms of engagement of any such person.

PROCEEDINGS OF DIRECTORS

25. A Director may vote in respect of any contract or arrangement notwithstanding that he may be interested therein and if he does so he may be counted in the quorum at any meeting of the Directors at which any such contract or proposed contract or arrangement shall come before the meeting for consideration.
26. A resolution of which any Director has signified his approval by letter, cable, telex, telegram or facsimile message shall be as valid and effectual as a resolution in writing signed by that Director.

THE SEAL

27. The Directors shall provide for the safe custody of the Seal of the Company, which shall be affixed to all documents required to be under Seal in the presence of such person or persons and subject to such regulations as the Directors shall from time to time prescribe.

WINDING-UP

28. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the members the amounts paid or credited as paid on the shares held by them respectively and the balance (if any) shall be distributed among the members in proportion to the number of shares held by them respectively; Provided always that the provisions/



provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

INDEMNITY

29. Subject to the provisions of the Act but without prejudice to any indemnity which may otherwise be available, every Director, Managing Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by and out of the assets of the Company against:-

(A) all charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto; and

(B) any liability incurred by him in:-

(i) defending any proceedings, whether civil or criminal, in which judgement is not given against him; or

(ii) in connection with any application in which relief is granted to him by the Court from liability for negligence, breach of duty or breach of trust in relation to the affairs of the Company.

15

G

COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

--	--	--	--

101089

Name of company

* Aldus (U.K.) Limited

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 1st October 1987 the nominal capital of the company has been
increased by £ 400,000.00 beyond the registered capital of £ 100,000.00.

§ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

The Shares of the Company will rank parri passu in
all respects

Please tick here if
continued overleaf☐† delete as
appropriate

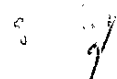
Signed

[Director] ~~Secretary~~

Date 1st October 1987

Presentor's name address and
reference (if any):For official Use
General Section

Post room





SC 101089,

ALDUS EUROPE LIMITED

ELECTIVE AND SPECIAL RESOLUTIONS

1. Section 80A of the Companies Act 1985:

"It was resolved by Elective Resolution that in accordance with the terms of Section 80A of the Companies Act 1985 (as inserted by Section 115(1) of the Companies Act 1989) and with immediate effect the provisions of the said Section 80A shall apply to the Company in substitution for the provisions of Section 80(4) and 80(5) of the Companies Act 1985 in relation to the giving or renewal of an authority for the directors of the Company to allot relevant securities."

2. Authority of the directors to allot relevant securities:

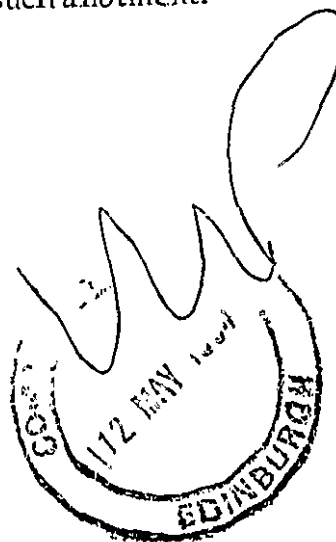
"It was resolved by Special Resolution that the directors of the Company be and are hereby generally and unconditionally authorised for the purposes of Sections 80A of the Companies Act 1985 ("the Act") (as inserted by Section 115(1) of the Companies Act 1989) to allot relevant securities as defined in Section 80(2) of the Act up to an aggregate nominal amount of £445,000 (being that portion of the authorised share capital which is unissued at the time of the passing of this Resolution) at any time or times and upon such terms as they think fit and until otherwise revoked by the Company in General Meeting and further, that in accordance with Section 95(1) of the Act, Section 89(1) of the Act shall not apply to any such allotment."

I hereby certify that the foregoing
Elective and Special Resolutions were
unanimously passed at the
Extraordinary General Meeting of the
Company on the 29th day of April
1994.


Derek J. Gray
Chairman

10. 5. 94

Date



G**COMPANIES FORM No. 225(1)****Notice of new accounting reference date given during the course of an accounting reference period****225(1)**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

Please complete legibly, preferably in black type, or bold block lettering

1. To the Registrar of Companies
(Address overleaf - Note 6)

Company number

101084

Name of company

* Insert full name of company

* ALDUS EUROPE LIMITED

Note
Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 0 1 1

3. The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year

3 0 1 1 1 9 9 4

† delete as appropriate

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]† undertaking of

_____, company number _____

the accounting reference date of which is _____

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

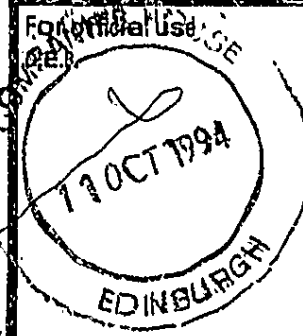
An administration order was made in relation to the company on _____

and it is still in force.

† Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

6. Signed Nelson Gane Bhaichan Designation† SECRETARY Date 1 October 1994

Presentor's name address
telephone number and reference (if any):



Post room

PRIVATE AND CONFIDENTIAL

DOCUMENT

The Directors
Aldus Europe Limited
West One Business
5 Mid New Cultins
EDINBURGH
EH11 4DU

14 October 1994

JC/A040/DJT/MN

10/089

Dear Sirs

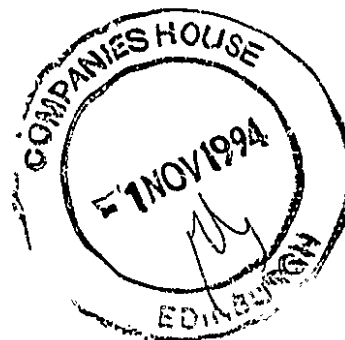
ALDUS EUROPE LIMITED

In accordance with section 392 of the Companies Act 1985, we write to notify you of our resignation as auditors of your company. This resignation takes effect from the time at which you receive this letter.

In accordance with section 394(1) of that Act, we confirm that there are no circumstances connected with our resignation which we consider should be brought to the attention of the members or creditors of the company.

Yours faithfully

Ernst & Y



200
<tb>tb.1011.adobe

Number of Company SC101089

THE COMPANIES ACT 1985

C O M P A N Y L I M I T E D B Y S H A R E S

SPECIAL RESOLUTION
of
ALDUS EUROPE LIMITED

Passed 3rd November 1994

At an Extraordinary General Meeting of the above named Company, duly convened and held at the Hilton Hotel, Edinburgh on the 3rd day of November 1994, the subjoined Special Resolution was duly passed, viz:-

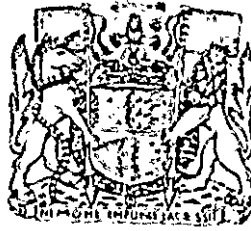
"That the name of the Company be changed to
'ADOBE SYSTEMS EUROPE LIMITED'."

BY ORDER OF THE BOARD

.....
Secretary



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 101089

The Registrar of Companies for Scotland hereby certifies that

ALDUS EUROPE LIMITED

having by special resolution changed its name, is now incorporated
under the name of

ADOBE SYSTEMS EUROPE LIMITED

Given at Companies House, Edinburgh, the 15th November 1994


Registrar Of Companies



C O M P A N I E S H O U S E

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

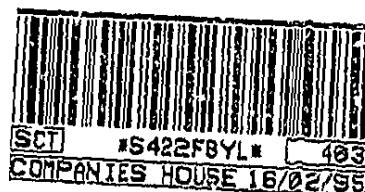
MEMORANDUM OF ASSOCIATION OF

ADOBE SYSTEMS EUROPE LIMITED

1. The Company's name is "JACLARCH LIMITED".*
2. The Company's registered office is to be situated in Scotland.
3. The Company's objects are:

(a) To carry on all or any of the businesses of manufacturers, designers, installers, maintainers, importers, exporters, hirers, letters on hire of, agents for, and dealers in computers, silicon chips, software, recording media, computer print ribbons, programmes, data processing supplies, equipment and machinery of every description and of, for and in office equipment and furniture and commercial appliances, accessories and utensils of every description, electronic, electrical and general engineers, stationers, printers and publishers; to carry on the businesses of computer programmers, consultants and agents, to act as agents for the sale of, advisers, investigators and organisers in relation to systems of, and mechanical and other aids for all kinds of calculations and measurements in connection with the promotion, arrangement, design, programming, production and compilation of data processing methods and to provide specialised training and preparation in relation to all matters pertaining thereto; to carry out, undertake, organise and provide facilities for scientific and technical research and to undertake experimental work with prototypes, instruments, appliances, apparatus, metals, materials and devices; to discover and develop new processes and materials and to obtain rights of development, manufacture and sale in respect thereof; advertising agents and contractors, furnishers, storekeepers, general merchants and traders and to manufacture, buy, sell and deal in plant, machinery, tools, implements, materials and things of all kinds, necessary or useful for carrying on the foregoing businesses or any of them or likely to be required by customers of or persons having dealings with the Company.

* On the 5th November 1986, 12th October 1987 and 15th November 1994 the Company changed its name first to "Aldus (U.K.) Limited", then to "Aldus Europe Limited" and then to "Adobe Systems Europe Limited".



(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) 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).

(i) 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.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

(o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(p) 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.

(q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(r) 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.

(s) 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.

(t) 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 a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary 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 of 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, holding or fellow subsidiary 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.

(u) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 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.

(v) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(w) To procure the Company to be registered or recognised in any part of the world.

(x) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(y) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:

(1) 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 this Clause, or by reference to or inference from the name of the Company.

(2) 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) 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.

(4) 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.

5. The Company's share capital is £100,000* divided into 50,000 Ordinary Shares of £1 each and 50,000 Non-Voting Participating Ordinary Shares of £1 each.

* By Resolution passed on the 1st October 1987 the share capital was increased and the non-voting shares redesignated to £500,000 divided into 500,000 Ordinary Shares of £1 each.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and Addresses of Subscribers	Number of shares taken by each Subscriber
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1. Stephen Mabbott, 24 Castle Street, Edinburgh.	- One
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2. Andrew Cockburn, 24 Castle Street, Edinburgh.	- One
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Total shares taken - Two

Dated this 29th day of August, 1986.

Witness to the above Signatures:- Karen Davidson,
24 Castle Street,
Edinburgh.

Company Registration Agent.

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

ADOBE SYSTEMS EUROPE LIMITED

(as adopted by Special Resolution dated 1st October 1987)

PRELIMINARY

1. (A) The Regulations in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as that Schedule was in force on the date of adoption of these Articles (hereinafter called "Table A") shall apply to the Company save to the extent that they are excluded by or are inconsistent with any of these Articles.
- (B) Regulations 5, 8, 46, 54, 64, 66 to 69 inclusive, 73 to 80 inclusive, 81, 82, 83, 87, 88, 94 to 98 inclusive, 101 and 118 of Table A shall not apply to the Company.

INTERPRETATION

2. Regulation 1 of Table A shall apply to these Articles as it applies to the Regulations in Table A.

SHARE CAPITAL

SHARE CAPITAL

3. The authorised share capital of the Company at the date of adoption of these Articles is £500,000 divided into 500,000 shares of £1 each.
4. The Company shall be entitled, but shall not be bound, to accept and, in case of acceptance, shall be entitled to record in such manner as it may think fit notices of any trusts in respect of any of the shares of the Company. Notwithstanding any such acceptance and/or the making of any such record, the Company shall not be bound to see to the execution, administration or observance of any trust, whether expressed, implied or constructive in respect of any shares of the Company and shall be entitled to recognise and give effect to the acts and deeds of the registered holders of such shares as if they were absolute owners thereof. For the purpose of this Article 'trust' includes any right in respect of any shares of the Company other than an absolute right thereto in the registered holder thereof for the time being or such other rights in case of transmission thereof as are hereinafter mentioned.

LIEN

5. The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share and, in the case of a share standing registered in the name of a single person, for all moneys presently payable by that person or his estate to the Company. The Directors may at any time declare any share to be wholly/

wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to any amount payable in respect of that share, whether by way of dividend or otherwise.

PROCEEDINGS AT GENERAL MEETINGS

6. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration, of the show of hands a poll is demanded. Subject to the provisions of the Act, a poll may be demanded by any member present in person or by proxy.

VOTES OF MEMBERS

7. Subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative shall have one vote, and on a poll he shall have one vote for every share of which he is the holder.

NUMBER OF DIRECTORS

8. Unless otherwise determined by ordinary resolution, the number of directors (other than Alternate Directors) shall not be subject to any maximum but shall not be less than two; provided that if at any time there is only one Director, or if the number of Directors falls below that determined by ordinary resolution to be the minimum number, that Director, or that number of Directors, may act for the purposes of convening a general meeting/

meeting of the Company and of appointing a person who is willing to act to be a Director. The provisions of Article 18 shall apply to any person so appointed.

ALTERNATE DIRECTORS

9. An Alternate Director shall be entitled to receive notice of all meetings of Directors and of committees of Directors of which his appointer is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointer as a Director in his absence.
10. Any appointment or removal of an Alternate Director may be made by letter, cable, telex, telegram or facsimile message or in any other manner approved by the Directors. Any cable, telex, telegram or facsimile message shall be confirmed as soon as possible by letter, but may be acted upon by the Company meanwhile.
11. The remuneration of any Alternate Director shall be payable out of the remuneration of the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the Alternate Director and his appointer.
12. An Alternate Director shall cease to be an Alternate Director if his appointer ceases for any reason to be a Director; but if a Director, having retired or vacated office at a meeting of the Company, is re-appointed or deemed to have been re-appointed at that meeting, any appointment of an Alternate Director made by him/

him which was in force immediately prior to his retirement or vacation of office shall continue after his reappointment.

13. Every person acting as an Alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him.
14. An Alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote.

APPOINTMENT AND RETIREMENT OF DIRECTORS

15. At each annual general meeting of the Company all the Directors shall retire from office.
16. If the Company, at the meeting at which a Director retires from office, does not fill the vacancy the retiring Director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Director is put to the meeting and lost.
17. A Director who retires or vacates office at an annual general meeting shall retain office until the meeting appoints someone in his place or, if it does not do so, until the end of the meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

18. The office of a Director shall be vacated if:-

(A)/

(A) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or

(B) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(C) he is, or may be, suffering from mental disorder and either:-

(i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984, or

(ii) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

(D) he resigns his office by notice to the Company; or

absent without permission of the Directors from meetings.

19. Subject to the provisions of the Articles the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. All Directors shall be given notice of meetings. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote. A Director who is an/

an Alternate Director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote.

PARENT COMPANY

20. Notwithstanding anything contained in these Articles, so long as there is a holding company of the Company within the meaning of Section 736 of the Companies Act 1985 (hereinafter called "the Parent Company") the following provisions shall apply:

- (a) The Parent Company may at any time from time to time appoint any person to be Director or remove from office a Director. Every such appointment or removal shall be in writing and signed by or on behalf of the Parent Company and shall take effect upon receipt at the Registered Office of the Company or by the Secretary; and
- (b) The Parent Company shall determine the remuneration of the Director.

REMUNERATION OF DIRECTORS

21. The remuneration of the Directors shall be determined by the Parent Company in general meeting from time to time. Such remuneration shall be divided among the Directors in accordance with the determination of the Company in general meeting or in default of such determination or agreement, if all the Directors have been in office throughout the year, the remuneration shall be divided equally among them, and if they have not, it shall be divided among them rateably in proportion to the parts of the year/

year during which they have respectively been Directors.

DIRECTORS' EXPENSES

22. The Directors (including Alternate Directors) may be repaid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or in connection with the business of the Company.
23. Any Director who, being so requested by the Directors, performs special or extraordinary services on behalf of the Company, or who, for the purpose of discharging his duties, travels to or resides in any place other than that in which he usually resides may be paid such extra remuneration (whether by way of lump sum, commission or participation in profits or otherwise) as the Directors may determine.

DIRECTORS' GRATUITIES AND PENSIONS

24. The Directors may grant retirement pensions or annuities or other gratuities or allowances including allowances on death, to any persons or to the widow or dependants of any person in respect of services rendered by him to the Company in any office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company, notwithstanding that he may be or may have been a Director of the Company, and the Company may make payments towards insurances or trusts for such purposes in respect of such person and may include rights in respect of such pensions, annuities and allowances/

allowances in the terms of engagement of any such person.

PROCEEDINGS OF DIRECTORS

25. A Director may vote in respect of any contract or arrangement, notwithstanding that he may be interested therein and if he does so he may be counted in the quorum at any meeting of the Directors at which any such contract or proposed contract or arrangement shall come before the meeting for consideration.
26. A resolution of which any Director has signified his approval by letter, cable, telex, telegram or facsimile message shall be as valid and effectual as a resolution in writing signed by that Director.

THE SEAL

27. The Directors shall provide for the safe custody of the Seal of the Company, which shall be affixed to all documents required to be under Seal in the presence of such person or persons and subject to such regulations as the Directors shall from time to time prescribe.

WINDING-UP

28. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the members the amounts paid or credited as paid on the shares held by them respectively and the balance (if any) shall be distributed among the members in proportion to the number of shares held by them respectively; Provided always that the provisions/

provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

INDEMNITY

29. Subject to the provisions of the Act but without prejudice to any indemnity which may otherwise be available, every Director, Managing Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by and out of the assets of the Company against:-

(A) all charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto; and

(B) any liability incurred by him in:-

(i) defending any proceedings, whether civil or criminal, in which judgement is not given against him; or

(ii) in connection with any application in which relief is granted to him by the Court from liability for negligence, breach of duty or breach of trust in relation to the affairs of the Company.