



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

Company Number

117956

I hereby certify that

CONCEPT TELEMARKETING LIMITED

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

Signed at Edinburgh

16 MAY 1989

Registrar of Companies



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

12

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

* Insert full
name of Company

I declare as
appropriate

To the Registrar of Companies
(Address overleaf)

For official use



For official use



Name of company

CONCEPT TELEMARKETING LIMITED

I, STEPHEN MABBOTT
of 142 QUEEN STREET
GLASGOW, G1 3BU

do solemnly and sincerely declare that I am a ~~(XXXXXX)~~ (person named as director or secretary of the company in the statement delivered to the registrar under section 10(2)(1) 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 GLASGOW

Declarant to sign below

the 3RD day of MAY
One thousand nine hundred and 89
before me [Signature]

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

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

CONCEPT TELEMARKETING LIMITED

GLASGOW

For official Use

by the Companies Section

For official Use



MEMORANDUM OF ASSOCIATION OF

SEP 17 1963
SMA

1. The name of the Company is
"CONCEPT TELEMARKETING LIMITED"
2. The Registered Office of the Company will be situate in Scotland.
3. The objects for which the Company is established are:-
- (A) To carry on in Scotland and elsewhere all or any of the businesses of a telecommunication services company in all its branches and to provide marketing, advertising, public relations and promotional services in relation thereto; to design, manufacture, install, maintain, repair, adapt, import, export, retail, wholesale, act as agents for, dealers in and suppliers and distributors of telecommunication, communication, electronic and electrical goods, equipment, devices, appliances, accessories, supplies and requisites of every description; to act as telecommunication, communication, television, radio, telephone, lighting and general engineers and contractors; dealers in aerials, record players, stereo and hi-fi equipment, inventors, constructors, installers and maintainers of systems for heating and lighting and the supply of power, telecommunication, radio, sound recording, television and telephone reception and transmission, government surplus contractors and dealers, manufacturers, fitters, maintainers, repairers and merchants of, agents for and dealers in household and domestic appliances, equipment, utensils, furniture, fittings, hardware and ironmongery of all kinds; general builders and contractors, property repairers and developers, builders merchants, plant hire specialists, painters and decorators, carpenters, glaziers, shop and office fitters, advertising and public relations agents and contractors, estate agents, hire purchase financiers and agents, mortgage and insurance brokers, fuel merchants, haulage and transport contractors, commission and general agents, factors, brokers and warehousemen; and to manufacture, buy, sell, maintain, repair and deal in vehicles, plant, machinery, tools, articles and things of all kinds capable of being used for the purpose of the above-mentioned 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 whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company or calculated directly or indirectly to enhance any of the businesses of the Company.

(C) To purchase, take on lease or in exchange, hire or by any other means acquire and hold for any estate or interest any property, lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, equipment, plant, stock-in-trade and any real or personal property of any kind considered necessary, expedient or convenient in connection with the Company's business.

(D) To borrow or raise or secure the payment of money in any manner the Company shall think appropriate for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(E) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(F) To guarantee the payment of any monies and the performance of any contracts, liabilities, duties, obligations or engagements of any company, society, association, body, firm or person, including without prejudice to the foregoing generality any company which is for the time being the Company's holding or subsidiary company as defined by Section 736 of the Companies Act 1985 or any re-enactment thereof or a subsidiary of such holding company, or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any benefit, consideration or advantage therefrom, and to secure the said payment, performance, obligations and others in such manner of way as the Company may think fit by granting any Mortgage, Charge, Floating Charge, Standard Security, Assignment, Pledge, Lien or other security upon the whole or any part of the Company's undertaking, property, revenue, or assets (whether present or future) including uncalled capital with powers of sale and other usual and necessary powers.

(G) To receive money on loan or deposit upon such terms as the Company may approve and to guarantee the obligations and contracts of any person or corporation.

(H) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable or transferable instruments.

(I) To invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments, and in such manner as may from time to time be determined necessary.

(J) To apply for, purchase or otherwise acquire and protect, prolong, renew and hold, use, develop, sell, licence or otherwise dispose or deal with patents, copyrights, designs, trade marks, inventions and concessions and the like and any interest therein.

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

(L) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash or by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(M) To form, promote, finance or assist any other company whether for the purpose of acquiring all or any of the undertaking, property and assets of the Company or for any other purpose for which the Company may consider to be expedient.

(N) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary company as defined by Section 736 of the Companies Act 1985, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(O) To enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.

(P) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm, or company carrying on any business which this Company is authorised to carry on.

(Q) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(R) To acquire, purchase, take over and undertake part or all of the business, property, assets and liabilities and transactions of any firm, person or company carrying on any business which this Company is authorised to carry on or which can be carried on in conjunction therewith or is capable of being conducted so as directly or indirectly to benefit the Company or to advance its interests generally.

(S) To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company but so that no distribution amounting to a reduction of capital may be made except with the sanction (if any) for the time being required by law.

(T) To do all such other things as are incidental or conducive to the above objects or any of them.

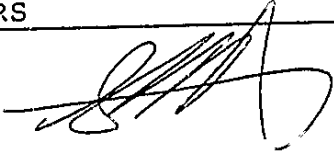
And it is hereby declared that in the construction of this clause the word 'company' except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.

5. The share capital of the Company is £ 1,000 divided into 1,000 shares of £ 1 each.

WE, the Subscribers to this Memorandum of Association, are desirous of being formed into a Company pursuant to this Memorandum, and we respectively agree to take the number of shares in the capital of the Company as set out opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares Taken by each Subscriber
--	---


Stephen Mabbott
142, Queen Street
Glasgow, G1 3BU
Company Registration Agent

1

Lesley Mabbott
142, Queen Street
Glasgow, G1 3BU
Secretary



1

DATED the -3 MAY 1988

Witness to the above Signatures:-

Caryl Jones
142, Queen Street
Glasgow, G1 3BU



Secretary

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

CONCEPT TELEMARKETING 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.

2. The Company is a private company and therefore no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public.

SHARES

3(a) The shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise dispose of or deal with any unissued shares and relevant securities (as defined by Section 80(2) of the Act) to such persons and generally on such terms and in such manner as they think fit.

(b) Any original shares for the time being unissued and any new shares from time to time to be created 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 existing shares held by them respectively unless the Company in General Meeting shall otherwise determine. Such offer shall be made by notice in writing specifying the number of shares offered and limiting a period (being not less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of such time, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the stated 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.

(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, varied or revoked by Ordinary Resolution of the Company in General Meeting.

LIEN

4. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share 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 member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may, at any time, declare any share to be wholly or in part exempt from the provision of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

TRANSFER OF SHARES

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

APPOINTMENT OF DIRECTORS

6. Unless and until the Company, in General Meeting, shall otherwise determine there shall be no maximum number of Directors and the minimum number of Directors shall be one if and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors. Accordingly Clause 64 in Table A shall not therefore apply to the Company.

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

8. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all General Meetings of the Company and at all separate General Meetings of the holders of any class of shares in the capital of the Company.

9. The Company shall not be subject to Section 293 of the Act. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

DISQUALIFICATION OF DIRECTORS

10. 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, or

(c) he is a person of unsound mind, 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 so resolve that his office be vacated.

POWER AND DUTIES OF A DIRECTOR

11. A Director may vote in respect of any contract or proposed contract or arrangement in which he is interested, whether directly or indirectly, or upon any matter arising therefrom and he may be counted in the quorum present at any meeting at which any such contract, arrangement or matter is proposed or considered, and if he shall so vote, his vote shall be so counted.

GENERAL MEETINGS

12(a) A notice convening a General Meeting shall not be required to specify the general nature of the business to be transacted unless that business is deemed to be special business and therefore Clause 38 of Table A shall be modified accordingly.

(b) All business that is or is to be transacted at an Extraordinary General Meeting or an Annual General Meeting shall be deemed special with the exception of declaring a dividend, the consideration of the accounts, the Reports of the Directors and Auditors and the appointment of and the fixing of the remuneration of the Auditors.

(c) 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.

(d) The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and, unless so fixed, shall when one Director only is in office be one, and shall when more than one Director is in office be two.

(e) 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 therefore such adjourned General Meeting shall be dissolved.

ALTERNATE DIRECTOR

13. Any Director may, by notice in writing signed by him and deposited at the Registered Office of the Company, appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company, or a person approved by resolution of all the Directors for the time being of the Company. Every alternate Director shall, during the period of his appointment, be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat as a Director but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director.

A Director who is also an Alternate Director shall be entitled, in addition to his own vote, to a separate vote on behalf of the Director whom he is representing.

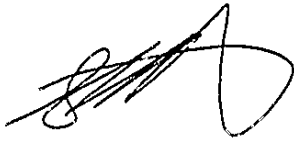
BORROWING POWERS

14. 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 consider appropriate and subject 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 obligations of the Company or of any third party.

INDEMNITY

15. Subject to the provisions of the Act and in addition to such indemnity as is contained in Clause 118 of Table A, every Director, officer or official of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

Names and Address of Subscribers



Stephen Mabbott
142, Queen Street
Glasgow, G1 3BU

Company Registration Agent

Lesley Mabbott
142, Queen Street
Glasgow, G1 3BU

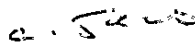


Secretary

DATED the 1-3 MAY 1989

Witness to the above Signatures:-

Caryl Jones
142, Queen Street
Glasgow, G1 3BU



Secretary

G

**Statement of first directors
and secretary and intended
situation of registered office**

10

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf - Note 8)

For official use

117456

* insert full name
of company

Name of company

*
CONCEPT TELEMARKETING LIMITED

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

142 QUEEN STREET,	
GLASGOW	
Postcode	G1 3BU

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

☐

Postcode	

Number of continuation sheets attached (see note 1)

☐

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

For official Use
General Section

Post room

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)	NONE			Nationality	BRITISH
Address (note 4)	142 QUEEN STREET			Date of birth (where applicable)	(note 6)
	GLASGOW	Postcode	G1 3bU		
Other directorships †	STEPHEN MABBOTT ASSOCIATES LIMITED				
I consent to act as director of the company named on page 1					
Signature				Date - 3 MAY 1988	

† 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	

Please do not write in this margin

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:

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

Name (notes 3 & 7)	LESLIEY MABBOTT		
Previous name(s) (note 3)	NONE		
Address (notes 4 & 7)	142 QUEEN STREET		
	GLASGOW		
	Postcode	G1 3BU	
I consent to act as secretary of the company named on page 1			
Signature			Date
			3 MAY 1989

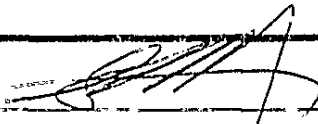
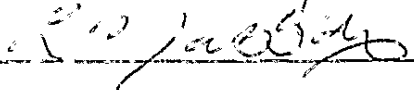
Name (notes 3 & 7)			
Previous name(s) (note 3)			
Address (notes 4 & 7)			
	Postcode		
I consent to act as secretary of the company named on page 1			
Signature			Date

delete if the form is signed by the subscribers

Signature of agent on behalf of subscribers	Date
---	------

delete if the form is signed by an agent on behalf of the subscribers.

All the subscribers must sign either personally or by a person or persons authorised to sign for them

Signed		Date	3 MAY 1989
Signed		Date	3 MAY 1989
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	

G

COMPANIES FORM No. 224

Notice of accounting reference date (to be delivered within 6 months of incorporation)

224

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985

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

* insert full name
of company

To the Registrar of Companies
(Address overleaf)

For official use

Company number

117956

Name of company

*
CONCEPT TELEMARKETING LIMITED

gives notice that the date on which the company's accounting reference period is to be treated as
coming to an end in each successive year is as shown below:

Important

The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

5 April
Day Month

0 5 0 4

30 June
Day Month

3 0 0 6

31 December
Day Month

3 1 1 2

Day Month

3 0 0 9

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

Signed

[Signature]

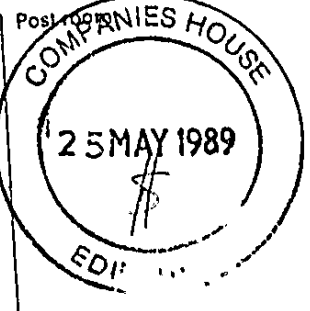
Designation†

Director

Date 19/5/89

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

For official Use
General Section



117956

SPECIAL RESOLUTION OF
CONCEPT TELEMARKETING LIMITED
PASSED ON 21st SEPTEMBER 1989

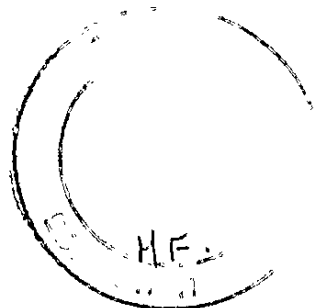
At an Extraordinary General Meeting of the above company duly convened and held at 118 Elderslie Street, Glasgow, G3 7AW, on 21st September 1989, the subjoined Special Resolution was duly passed, viz.:

Resolution:

It was resolved that the share capital of the company be increased from £1,000 to £20,000 by the creation of 19,000 new Ordinary Shares of £1 each, ranking in all respects pari passu with the 1,000 shares of £1 each in the capital of the company.



Chairman.



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

[] [] [] []

117956.

Name of company

* CONCEPT TELEMARKETING LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 21st September 1989 the nominal capital of the company has been
increased by £ 19,000 beyond the registered capital of £ 1,000.

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

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

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:

ranking pari passu with the existing shares.

Please tick here if
continued overleaf☐† delete as
appropriate

Signed

H. H. H.[Director][Secretary]† Date 21/9/89Presentor's name address and
reference (if any):For official Use
General Section

Post room

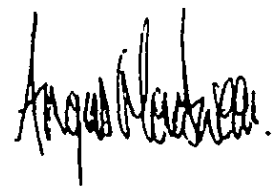
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SPECIAL RESOLUTION OF
CONCEPT TELEMARKETING LIMITED
PASSED ON 1st FEBRUARY 1992

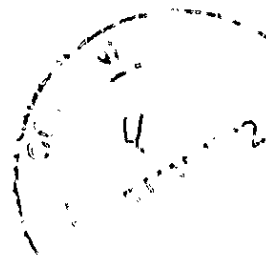
At an Extraordinary General Meeting of the above company duly convened and held at 118 Elderslie Street, Glasgow G3 7AW, on 1st FEBRUARY 1992, the subjoined Special Resolution was duly passed, viz.:

Resolution:

It was resolved that the share capital of the company be increased from £20,000 to £40,000 by the creation of 20,000 new Ordinary Shares of £1 each, ranking in all respects pari passu with the 20,000 shares of £1 each in the capital of the company.



Chairman.





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

[] [] [] []

117 956

Name of company

* CONCEPT TELEMARKETING 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 FEBRUARY 1992 the nominal capital of the company has been
increased by £ 20,000 beyond the registered capital of £ 20,000.

§ 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:

RANKING IN ALL RESPECTS PARI PASSU WITH THE
90,000 SHARES OF £1 EACH IN THE CAPITAL
OF THE COMPANY

Please tick here if
continued overleaf

☐

Signed William Dabbs

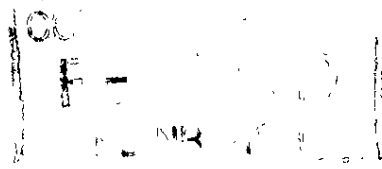
[Director] [Secretary]† Date 1/2/92

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

For official Use
General Section

Post room

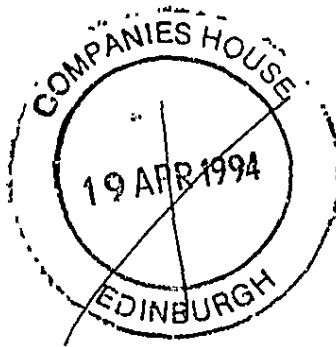
† delete as
appropriate



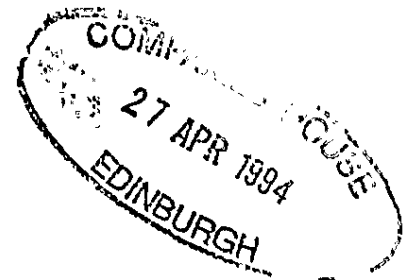
Company No. 117956.

Special Resolution of
CONCEPT TELEMARKETING LIMITED
passed on 12th April 1994

It was resolved that the name of the company be changed to
TELEDATA (HOLDINGS) LIMITED.



Chairman.



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 117956

The Registrar of Companies for Scotland hereby certifies that

CONCEPT TELEMARKETING LIMITED

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

TELEDATA (HOLDINGS) LIMITED

Given at Companies House, Edinburgh, the 4th May 1994

A handwritten signature in dark ink, appearing to read 'R. M. Baird'.

^{tr}Registrar Of Companies



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