



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

Company Number

122631

I hereby certify that

DASHSTREAM LIMITED

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

Signed at Edinburgh

29 JANUARY 1990

Registrar of Companies

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

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

the name of which is the charge

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

* insert full name of Company

Delete as appropriate

To the Registrar of Companies

For official use

For official use

[] [] []

122631

Name of company

* DASHSTREAM LIMITED

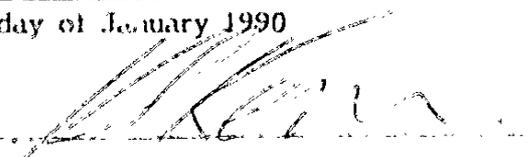
I, ANDREW COCKBURN, signing on behalf
of JORDAN NOMINEES (SCOTLAND) LIMITED
24 Great King Street
EDINBURGH EH3 6QN

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 11, SHIP STREET
BRECON,
POWYS

Declarant to sign below

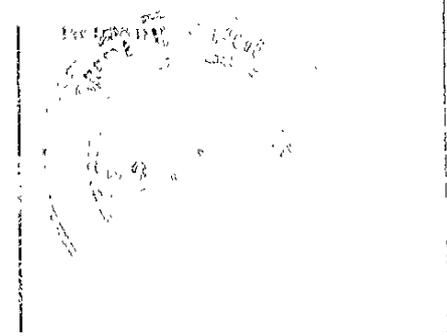
The 3rd day of January 1990




† Delete as appropriate

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

Oswards of Edinburgh Ltd
Registration Agents
1 Great King Street
EDINBURGH
EH3 6QN
494246

For official use


A PRIVATE COMPANY
LIMITED BY SHARES

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Memorandum and Articles of Association

1. The Company's name is

DASHSTREAM 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.

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ARTICLES OF ASSOCIATION

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 (b) 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. Any reference in paragraph (a) of this paragraph to the Act shall be construed subject to Section 89 of the Act.

(c) In accordance with Section 91(1) of the Companies Act 1985 and 91(2) of the Companies Act 1985 shall not apply to the Company.

(d) The Directors are generally and irrevocably 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 to issue 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 two years from the date of incorporation and the Directors may offer that power to any persons to grant any such rights to or for the benefit of or in pursuance of an offer or subscription to be made by the Company within the

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. 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 of 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.

7. Clause 41 in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

8. Clause 44 in Table A shall not apply to the Company.

9. Two or more persons and not more than two respectively of the Directors may be determined from time to time by Ordinary Resolution of the General Meeting of the Company (subject to such conditions of any such determination) to hold office for the number of Directors and the maximum number of Directors shall be one. Whereupon the said members of the Directors shall be deemed to have been appointed during the period of their continuance by Clause A and by those Articles applicable to the office of the Directors, and Clause 49 of Table A shall not apply to them 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 66 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(s) of the Memorandum of Association of the Company and which be entitled to retain any benefits received by him 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 91 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

1 For and on behalf of
Jordan Nominees (Scotland) Limited
24 Great King Street,
Edinburgh EH3 6JN

2 For and on behalf of
Oswald International Formation Limited
24 Great King Street,
Edinburgh EH3 6JN

Dated

Witness to the above signatures
[Signature]
[Signature]



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

122631

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

Name of company

* DASHSTREAM LIMITED

* Insert full name of company

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

24 Great King Street
Edinburgh
Postcode EH3 6QN

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



Oswalds of Edinburgh Limited
24 Great King Street
Edinburgh
Postcode EH3 6QN

Number of continuation sheets attached (see note 1)

Empty box for continuation sheets

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

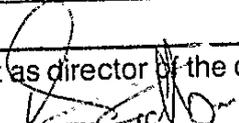
Oswalds of Edinburgh Ltd
Registration Agents
24 Great King Street
EDINBURGH
EH3 6QN

For official use
General Section
Post room

DIRECTOR

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) JORDAN NOMINEES (SCOTLAND) LIMITED		Business occupation COMPANY REGISTRATION AGENT	
Previous name(s) (note 3) NONE		Nationality Registered in Scotland	
Address (note 4) 24 Great King Street		Date of birth (where applicable) (note 6)	
- EDINBURGH			
Postcode	EH3 6QN		
Other directorships † NONE			
I consent to act as director of the company named on page 1			
Signature 		(Authorised Signatory) Date 03-01-90	

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

SECRETARY

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 do not write in this margin

Name (notes 3 & 7) OSWALDS INTERNATIONAL FORMATIONS LIMITED			
Previous name(s) (note 3)			
Address (notes 4 & 7) 24 Great King Street			
EDINBURGH			
Postcode	EH3 6QN		
I consent to act as secretary of the company named on page 1			
Signature 		(Authorised Signatory) Date 03-01-90	

Signature of agent on behalf of subscribers 		Date 03-01-90
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