

FILE COPY



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

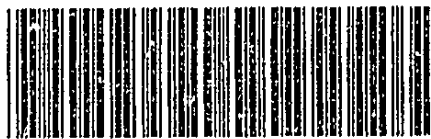
Company No. 164481

The Registrar of Companies for Scotland hereby certifies that

BITWISE RESOURCES LIMITED

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

Given at Companies House, Edinburgh, the 27th March 1996



NSC164481F

J. HENDERSON

Registrar Of Companies



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

**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 letteringTo the Registrar of Companies
(Address overleaf)

For official use For official use



Name of company

* BITWISE RESOURCES LIMITED

* Insert full
name of CompanyI, ANDREW DOUGLAS SINGLETON
of 196 KILMARNOCK ROAD
SHAWLANDS
GLASGOW† 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 GLASGOW

Declarant to sign below

the FIRST day of MARCH
One thousand nine hundred and NINETY SIX
before me MR THOMAS GEMMILLA Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.Andrew Douglas SingletonNotary Public GlasgowPresentor's name address and
reference (if any):**Financial Tactics Ltd.**
196 Kilmarock Rd., Glasgow G41 3PQ
Phone No. 0141 6329240 Fax No. 0141 6329553For official Use
New CompaniesSCT #SHNHBK08# 001
COMPANIES HOUSE 20/03/88

COMPANIES HOUSE 11/03/88

COMPANIES HOUSE 07/03/88

Notes

The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ

COMPANY LIMITED BY SHARES
THE COMPANIES ACT 1985

Company no.

BITWISE RESOURCES LTD

6143

Incorporated the day of

MEMORANDUM AND
ARTICLES OF
ASSOCIATION

FINANCIAL TACTICS LIMITED
196 Kilmarnock Road
Shawlands
Glasgow
G41 3PG
Telephone: 0141 632 9240
Fax : 0141 632 9553



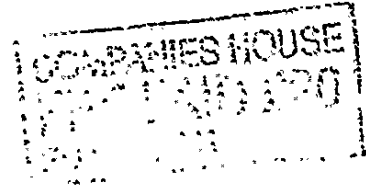
SCT *SHNH9K08* 588
COMPANIES HOUSE 20/03/98

COMPANIES HOUSE 11/03/98

COMPANIES HOUSE 07/03/98

MEMORANDUM
OF ASSOCIATION

The Companies Act, 1985
Company Limited By Shares



OF

BITWISE RESOURCES LIMITED

1. The name of the Company is BITWISE RESOURCES LIMITED

8. 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 or elsewhere all or any of the businesses of supplying contract software, electronic electrical and general engineering labour services; designers, inventors, and manufacturers of computers and all related systems; manufacturers, designers, installers, maintainers, importers, exporters and dealers in computing programming techniques, systems and devices; to undertake experimental work with prototypes, all kinds of data-processing feasibility studies, systems and investigations; design and programming consultants and advisers in data processing equipment and the processing, preparation and conversion of all kinds of information and data into the appropriate forms for feeding to computers; promoters of software for industry and commerce, compilers and writers of computer programmes for use in all branches of trade, commerce, industry and the professions; to manufacture, buy, sell, rent, or licence and deal in all materials, equipment and technology 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; electronic electrical and general engineers, printers and publishers; to act as advisers, consultants, organisers and implementers of computerised systems and services and all other mechanised accounting and financial systems and services connected with the design and compilation of data processing.

To carry on any other trade or business which can, in the opinion of the Board of Directors, be conveniently or advantageously carried on in connection with or ancillary to all or any of the foregoing businesses or is calculated, directly or indirectly, to enhance the value of any of the Company's property, rights or assets and to carry on the aforementioned businesses either together as a single business or as separate and distinct businesses in any part of the world.

(B) To guarantee or give security for the payment or performance of any debts, contracts, or obligations of any person, firm or company, for any purpose whatsoever, and to act as agents for and render services to customers and others and generally to give any guarantee, security or indemnity.

(C) To carry on any other trade or business which can, in the opinion of the Board of directors be advantageously carried on by the Company.

(D) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(E) To erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(F) To acquire by original subscription, tender, purchase, and otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stocks, Bonds, Obligations and Securities, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stocks, Bonds, obligations and Securities guaranteed by any Government or Authority, Municipal, local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.

(G) To borrow money and raise money and secure and discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages or charges upon the undertaking and all or any of the real or habitable and personal or moveable property (present and future) and the uncalled capital for the time being of the Company or by the creation and issue of debentures, debenture stock or other obligations and securities of any description.

(H) To guarantee support and /or secure either with or without consideration the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interests, dividends, securities moneys, or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds by way of security as aforesaid either with or without consideration to mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collaterally or further to secure any securities of the Company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm, or company

(I) To make advantages to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.

(J) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

(K) To apply for, purchase or otherwise acquire and hold any patents, brevets d'invention, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights and information so acquired.

(L) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants or experts or agents.

(M) To employ experts to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.

(N) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire, hold, dispose of shares, stocks or securities issued by or any other obligations of any such Company.

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

(P) To invest and deal with the monies of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.

(Q) 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.

(R) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock 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 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.

(S) To amalgamate with or 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.

(T) To purchase or otherwise acquire, take over and undertake all or part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.

(U) 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.

(V) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependants.

(W) To aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.

(X) 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 be made except with the sanction (if any) for the time being required by law.

(Y) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, subcontractors or otherwise.

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

It is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraphs or the order in which the same occur.

4. The liability of the members is limited.

5. The share capital of the Company is £500 divided into 500 shares of £1 each.

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

Names, Addresses and Number of Shares taken by
Descriptions of Subscribers each Subscriber

Mr Gavin Edgar
5A Craigcrook Square
Edinburgh
EH4 3SH

None

Occupation: Commercial Manager
.....

Mr Alexander Gary Smeaton
2 Rochester Terrace
Edinburgh
EH10 5HA

None

Occupation: Software Engineer
.....

BitWise Limited
New Dickson House
Dickson Street
Dunfermline KY12 7SL

100

.....
DATED the 180396

Witness to the above Signatures

Mrs Ruth Baxter
196 Kilmarnock Road
Glasgow G41 3PG

Occupation: Accountant

ARTICLES OF
ASSOCIATION

The Companies Act, 1985
Company Limited By Shares

0100

OF

BITWISE RESOURCES LIMITED

PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Act, 1985 (hereinafter referred to as "the Act") and subject as hereinafter provided the regulations contained or incorporated in Table A in the Companies Act 1985 as amended shall apply to the Company. Reference to any provision of the Act shall where the context so admits be construed as and include a reference to such provision as modified by any statute for the time being in force.

2. Regulations 23, 24, 40, 46, 60, 64, 85, 94, 81, 73, 74, 80, 75 and 89 of Table A aforesaid, shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. The shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and provided that no shares shall be issued at a discount, except as permitted by the Act.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new shares from time to time to be created, shall before they are issued, be offered to the Members in proportion as nearly as may be to the number of shares held by them. Such offer shall be made by notice in writing specifying the number of shares offered and limiting the time in which the offer if not accepted will lapse and determine, and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered the Directors may subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid dispose of any such new or original shares which by reason of the proportion borne by them to the number of persons

entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same cannot in the view of the Directors be eventually offered in the manner aforesaid.

LIEN

5. The lien conferred by Table A shall extend to all shares whether fully paid or not and in respect of any liability to the Company of the registered holder or holders of such shares.

SHARE TRANSFERS

6. The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be signed by or on behalf of the transferee.

PROCEEDINGS AT GENERAL MEETINGS

7. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried, (whether unanimously or by a particular majority), or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

DIRECTORS

8. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than five. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors. The first Director or Directors of the Company shall be the person or persons named in the statement delivered to the Registrar of Companies in accordance with the Act.

9. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.

10. 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 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.

11. Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereof and if he shall so vote shall be counted.

12. The office of a Director shall be vacated -

(1) If by notice in writing delivered to the Company at its registered office or tendered at a meeting of the Directors he resigns the office of Director.

(2) If he becomes bankrupt or enters into any arrangement with his creditors.

(3) If he becomes of unsound mind.

(4) If he is prohibited from being a Director by reason of any order made under the Acts.

(5) If he is removed from office by a resolution duly passed in accordance with the Act.

BORROWING POWERS OF DIRECTORS

13. The proviso to regulation 70 of Table A shall be omitted.

PROCEEDINGS OF DIRECTORS

14. The quorum necessary for the transaction of the business of the Directors may be fixed by them 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.

SECRETARY

15. The first Secretary of the Company shall be the person named in the statement delivered to the Registrar of Companies pursuant to the Act.

INDemnITY

16. Subject to the provisions of the Act, and in addition to such indemnity as is contained in regulation 118 of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

Names, Addresses and Descriptions of Subscribers

Mr Gavin Edgar
5A Craigcrook Square
Edinburgh EH4 3SH



Occupation: Commercial Manager

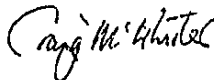
Mr Alexander Gary Smeaton
2 Rochester Terrace
Edinburgh EH10 5HA



Occupation: Software Engineer

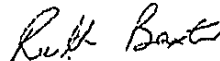
Bitwise Limited
New Dickson House
Dickson Street
Dunfermline KY12 7SL

DATED the 180396



Witness to the above Signatures

Mrs Ruth Baxter
196 Kilmarnock Road
Glasgow G41 3PG



Occupation : Accountant



COMPANIES HOUSE

10

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

This form should be completed in black.

CN

For official use ☐

Company name (in full)

BITWISE RESOURCES LIMITED

Registered office of the company on
incorporation.

RO

196 KILMARNOCK ROAD

SHAWLANDS

Post town GLASGOW

County/Region STRATHCLYDE

Postcode G41 3PG

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



SCT *SHNHAK07* 600
COMPANIES HOUSE 20/03/06

COMPANIES HOUSE 11/03/06

BLU COMPANIES HOUSE 07/03/06

Name

RA

Post town

County/Region

Postcode

Number of continuation sheets attached

To whom should Companies House
direct any enquiries about the
information shown in this form?



Financial Tactics Ltd.

196 Kilmarnock Rd., Glasgow G41 3PG
Phone No. 0141 632 9240 Fax No. 0141 632 9553

Postcode

Telephone

Extension

Company Secretary (See notes 1 - 5)

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Page 2

Consent signature

CS

AD

County/Region

Postcode

Country

I consent to act as secretary of the company named on page 1
FOR AND ON BEHALF OF

Signed

Date

CD

AD

Post town

County/Region

Postcode

Country

DO

Nationality

OC

OD

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

Signed

Date

Directors (continued)

(See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CD

MR

ALEXANDER GRAY

SMEATON

AD

2 ROCHESTER TERRACE

MERCHISTON

Post town EDINBURGH

County/Region LOTHIAN

Postcode EH10 5HA

Country SCOTLAND

DO

290765

Nationality **NA** BRITISH**OC**

SOFTWARE ENGINEER

OD

BITWISE LTD

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

Signed

Gray Smeaton

Date

27 02 96

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers

Date

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

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

Signed

Gray Smeaton

Date

27/2/96

Signed

Gray Smeaton

Date

29 02 96

Signed

Gray Smeaton

Date

29 02 96

Signed

Date

Signed

Date

Signed

Date

Notes

- 1 Show for an individual the full forenames NOT INITIALS and surname together with any previous forenames or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forenames or surname except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

In the case of a peer, or an individual usually known by a British title, you may state the title instead of or in addition to the forenames and surname and you need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

- 2 Directors known by another description:

A director includes any person who occupies that position even if called by a different name, for example, governor, member of council. It also includes a shadow director.

- 3 Directors details:

Show for each individual director their date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

- 4 Other directorships:

Give the name of every company of which the individual concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at all times during the past 5 years when the person was a director was:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return,
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper.

- 5 Use photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's name and number,

- 6 The address for companies registered in England and Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ