



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

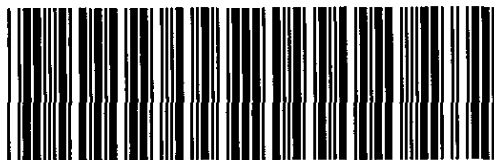
Company No. 275893

The Registrar of Companies for Scotland hereby certifies that

THE CABLE DIRECTORY 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 11th November 2004



NSC275893P



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

CHFP016

Company Name in full

275843
THE CABLE DIRECTORY LIMITED

I, RICHARD CAMERON SHIRREFFS

of MACKIE & DEWAR

† Please 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 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at Aberdeen

Day Month Year

On 0 9 1 1 2 0 0 4

(1) Please print name.

before me (1) ALISTAIR WILLIAM MARSHALL

Signed

Date 9 November 2004

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

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

MACKIE & DEWAR

18 Bon-Accord Sq

Aberdeen AB11 6YP

Tel 01224 596341

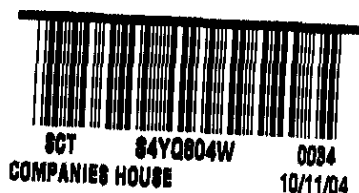
DX number AB11

DX exchange ABERDEEN 1

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh



Form revised June 1998

100/000
100

10

Please complete in typescript,
or in bold black capitals.

CHFP016

Notes on completion appear on final page

**First directors and secretary and intended situation of
registered office****Company Name in full**

THE CABLE DIRECTORY LIMITED

Proposed Registered Office

18 Bon-Accord Square

(PO Box numbers only, are not acceptable)

Post town

Aberdeen

County / Region

Postcode

AB11 6DJ

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

☒

Agent's Name

MACKIE & DEWAR

Address

18 Bon-Accord Square

Post town

Aberdeen

County / Region

Postcode

AB11 6YP

Number of continuation sheets attached

-

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
that you give will be visible to
searchers of the public record.

MACKIE & DEWAR

18 Bon-Accord Square

Aberdeen AB11 6YP

Tel 01224 596341

DX number AB11

DX exchange ABERDEEN 1

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh

Form April 2002

Company Secretary (see notes 1-5)

Company name

THE CABLE DIRECTORY LIMITED

NAME *Style / Title

- *Honours etc -

*Voluntary details

Forename(s)

-

Surname

MACKIE & DEWAR

Previous forename(s)

-

Previous surname(s)

-

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address††

☐

18 Bon-Accord Square

Post town

Aberdeen

County / Region

Postcode

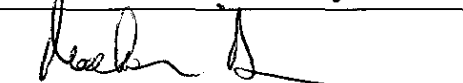
AB11 6YP

Country

Scotland

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

Consent signature



Date

9 November 2004

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc -

Forename(s)

CHRISTOPHER

Surname

KNOX

Previous forename(s)

-

Previous surname(s)

-

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address††

☐

50J Schoolhill

Post town

Aberdeen

County / Region

Postcode

AB10 1JQ

Country

Scotland

Day Month Year

0 3 0 1 1 9 7 4

Date of birth

Nationality

British

Business occupation

Project Manager

Other directorships

International Cable Management Limited

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

Consent signature

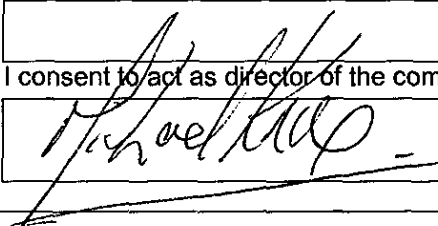


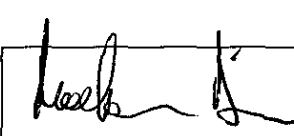
Date

9 November 2004

Directors (continued) (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc	-
Forenames(s)		MICHAEL		
Surname		KNOX		
Previous forename(s)		-		
Previous surname(s)		-		
Address††		Sleepy Hollow, Dalmuinzie Road		
		Bieldside		
Post town		Aberdeen		
County / Region			Postcode	AB15 9EB
Country		Scotland		
Date of birth		Day 0 9	Month 0 8	Year 1 9 4 6
		Nationality		British
Business occupation		Company Director		
Other directorships		International Cable Management Limited		
		I consent to act as director of the company named on page 1		
Consent signature				Date 9 November 2004

This section must be signed by			
Either			
an agent on behalf			
of all subscribers	Signed		Date 9 November 2004
Or the subscribers	Signed		Date
(i.e. those who signed	Signed		Date
as members on the	Signed		Date
memorandum of	Signed		Date
association).	Signed		Date
	Signed		Date
	Signed		Date
	Signed		Date

COMPANIES ACT 1985 - PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

THE CABLE DIRECTORY LIMITED



- 1 The Company's name is "THE CABLE DIRECTORY LIMITED".
- 2 The Company's registered office is to be situated in Scotland.
- 3 The Company's objects are to carry on the business of compiling, maintaining and disseminating a worldwide directory of manufacturers, stockists, suppliers, installers, and repairers of cables of all descriptions, and the business of providing equipment, services and other facilities relative thereto, and, incidentally to the foregoing objects, -
 - (a) to acquire by purchase, lease or otherwise any lands, buildings, plant, equipment or other property or rights of any description;
 - (b) to take out and use or grant licences to others to use patents, copyrights or any similar protections which may be expected to be of benefit;
 - (c) to borrow money from any source, not excluding any member or officer of the Company or any of its associated companies, and to secure the repayment of such money in any competent manner;
 - (d) to lend money and to make advances, with or without security, and to guarantee the borrowings of any of its associated companies or of any person or company with which the Company or any of its associated companies has regular dealings in any circumstances where it may be expected to be of benefit;
 - (e) to draw and deal with in all normal manners cheques, promissory notes and other negotiable or transferable instruments of any description;
 - (f) to invest and deal with any monies of the Company not immediately required in any manner which may be expected to be of benefit;
 - (g) to enter into any partnership or other arrangement for profit sharing or mutual assistance, or to acquire an interest in or amalgamate with any company, firm or person having objects or carrying on a business similar to any of the objects or businesses of the Company or any of its associated companies;
 - (h) to promote either alone or jointly with others any other company for the purpose of acquiring all or part of the business or property of the Company or for the purpose of carrying on any business or activity which may be expected to be of benefit;
 - (i) to effect insurance against risks of all kinds which might affect the Company or any of its associated companies in relation to any of its or their businesses, operations or properties including insurance on the lives of officers and employees;
 - (j) to subscribe to any charitable or public purpose or body which may be of benefit to the Company or any of its associated companies or its or their employees;
 - (k) to give pensions, gratuities or other aid to any former officer or employee of the Company or any of its associated companies or to the spouse or other dependent relative of any such person and to contribute to any fund or scheme for that purpose;
 - (l) to/

- (l) to sell or otherwise dispose of any business or property of the Company for such consideration paid or satisfied in such manner as may be thought proper or to distribute any of the property of the Company amongst the members in specie so far as not resulting in an unlawful reduction of capital; and
- (m) to do all such other things as the directors may consider incidental or conducive to the attainment of the objects of the Company.

4 The liability of the members is limited.

5 The Company's share capital is £100,000 divided into One hundred Thousand 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 Subscriber(s)

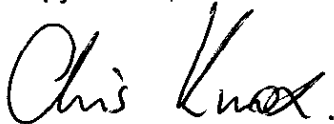
Number of shares taken by each subscriber



75

MICHAEL KNOX

Sleepy Hollow, Dalmuinzie Road, Bieldside, Aberdeen AB15 9EB



25

CHRISTOPHER KNOX

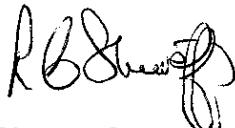
50J Schoolhill, Aberdeen AB10 1JQ

Total shares taken

100

Dated at Aberdeen this Ninth day of November 2004

Witness to the above signature:-



RICHARD CAMERON SHIRREFFS

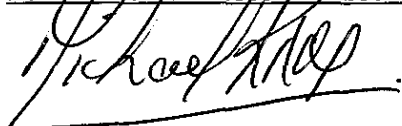
18 Bon-Accord Square, Aberdeen AB11 6YP

COMPANIES ACT 1985 - PRIVATE COMPANY LIMITED BY SHARES

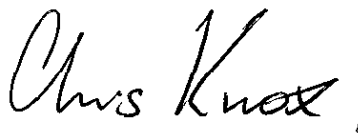
ARTICLES of ASSOCIATION of THE CABLE DIRECTORY LIMITED

- 1 The regulations of the Company shall be the regulations contained in Table A as applicable under Section 8 of the Companies Act 1985 at the date of incorporation of the Company with the addition of, and as expressly or by clear implication varied or restricted by, the following Articles. References in the following Articles to numbered regulations are references to the regulations so numbered in Table A.
- 2.1 Regulations 64 (about the number of directors) and 65 to 69 (about alternate directors) shall not apply.
- 2.2 Regulations 73 and 74 (about rotation of directors) shall not apply. At each annual general meeting all of the directors shall retire from office and shall for purposes of regulations 75 to 79 be deemed to retire by rotation.
- 2.3 Any director who because of performing his functions as a director elsewhere is unable to be personally present at any general meeting or any directors' meeting shall, if in touch by telephone link, video link or any other similar means of communication with those who are personally present at the notified time and place, be treated for the purposes both of reckoning a quorum and of counting votes as if he were present, and any intimation of his views or his vote on any issue under discussion intimated by fax, e-mail or similar form of communication which results in a preservable record shall be treated as if made by such person personally present and, if applicable, as something written and signed by him by way of approval.
- 3 The company shall not have a seal, regulation 101 shall not apply, and regulation 6 shall apply with the words "shall be sealed with the seal and" deleted from the second sentence.
- 4.1 Any member wishing to sell or otherwise transfer all or any of his shares shall, unless he wishes to transfer them to a person who is connected with him within the meaning of Section 839 of the Income and Corporation Taxes Act 1988, be bound first to submit to the secretary a written offer for the sale of the shares concerned to any person(s) already holding shares in the Company whom the directors may within one month of receipt of the offer nominate as purchaser(s), the price to be the price offered to the member concerned by his intended transferee(s) or, if no price has been so offered, the price that may be determined by the auditors acting as experts as a fair value for the shares concerned at the time of the determination. The secretary shall see that any offer received is considered by the directors as soon as may be after its receipt and that any necessary determination of fair value is requested of the auditors as soon as it is ascertained to be necessary. The auditors in making any necessary determination of fair value shall make such inspection of the Company's accounts and records and such enquiry of the directors and of the offering member as they consider appropriate, and they shall intimate their determination to the secretary within two months of being requested to give it. Unless the directors shall within one month of receipt of any offer (whether or not any determination of fair value shall have been necessary or have been completed) have intimated their nomination of purchaser(s) to the offering member or otherwise intimated that the offer is accepted, the offer shall be deemed to have lapsed.
- 4.2 The directors may decline to consider any share transfer submitted for approval until satisfied that paragraph 4.1 above is inapplicable or has been complied with.
- 4.3 If paragraph 4.1 above becomes applicable at any time when the Company is exempt from audit and has not appointed auditors, references to the auditors shall be construed as references to the accountants responsible for the preparation of the Company's statutory accounts.

Names and Addresses of Subscribers



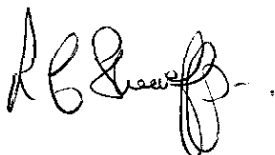
MICHAEL KNOX
Sleepy Hollow, Dalmuinzie Road,
Bieldside, Aberdeen AB15 9EB



CHRISTOPHER KNOX
50J Schoolhill, Aberdeen AB10 1JQ

Dated at Aberdeen this Ninth day of November 2004

Witness to the above signature:-



RICHARD CAMERON SHIRREFFS
18 Bon-Accord Square, Aberdeen AB11 6YP