

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

Please do not
write in
this margin

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

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

To the Registrar of Companies

For official use

For official use

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2526028

Name of company

*M.S.136 LIMITED

* insert full
name of Company

I, TERENCE JOHN LIPSCOMBE

of BLOUNT HOUSE, HALL COURT, HALL PARK WAY, TELFORD, SHROPSHIRE, TF3 4NQ

† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†

cc. [person named as director or secretary of the company in the statement delivered to the registrar

under section 10(2)(b) 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 Telford

Declarant to sign below

the 19th day of July

One thousand nine hundred and 1994

before me [Signature]

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

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

MANBY & STEWARD
BLOUNT HOUSE, HALL COURT,
HALL PARK WAY, TELFORD,
SHROPSHIRE, TF3 4NQ.

REF: SEW

For official Use

New Companies Section

Post room



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

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

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

Name of company

M.S.136 LIMITED

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

BLOUNT HOUSE, HALL COURT, HALL PARK WAY, TELFORD, SHROPSHIRE

Postcode TF3 4NQ

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

X

MANBY & STEWARD

BLOUNT HOUSE, HALL COURT, HALL PARK WAY, TELFORD, SHROPSHIRE

Postcode TF3 4NQ

Number of continuation sheets attached (see note 1)

NIL

Presentor's name, address and
reference (if any):
Manby & Steward
Blount House
Hall Court
Hall Park Way
TELFORD
Shropshire TF3 4NQ

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:

Name (note 3)		Business occupation	
TERENCE JOHN LIPSCOMBE		SOLICITOR	
Previous name(s) (note 3)		Nationality	
Address (note 4) BLOUNT HOUSE, HALL COURT,		BRITISH	
HALL PARK WAY, TELFORD, SHROPSHIRE		Date of birth (where applicable)	
Postcode TF3 4NQ		(note 6) -----	
Other directorships†			
CEE BEE CHEMICAL COMPANY LIMITED			
I consent to act as director of the company named on page 1			
Signature		Date 18-7-90	

Please do not write in this margin

†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)	
Postcode		(note 6)	
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)	
Postcode		(note 6)	
Other directorships†			
I consent to act as director of the company named on page 1			
Signature		Date	

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

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

Name (notes 3 & 7)		
SALLY ELIZABETH WOODHOUSE		
Previous name(s) (note 3)		
Address (notes 4 & 7) BLOUNT HOUSE, HALL COURT, HALL PARK WAY, TELFORD,		
SHROPSHIRE		
Postcode	TF3 4NQ	
I consent to act as secretary of the company named on page 1		
Signature	<i>S.E. Woodhouse</i>	Date 18-7-90

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.

<i>Mary J. Howard</i>	Date 18-7-90
Signature of agent on behalf of subscribers	

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
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

MANBY & SEWARD

SW4.11.900713

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

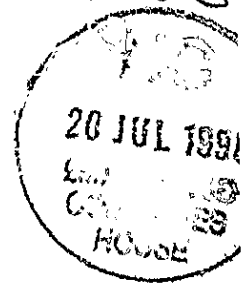
of

M.S. 136 LIMITED

Incorporated the day of 1990

Company Number:

2526028



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

M.S. 136 LIMITED

1. The name of the Company is M.S. 136 Limited.
2. The Company's registered office is to be situate in England and Wales.
3. The Company's objects are:-
 - (a) To carry on within and without the United Kingdom businesses of exporters, importers, manufacturers, agents, brokers, general merchants and dealers both wholesale and retail in commodities of every description and all commercial goods manufactured goods and all goods of personal and household use and consumption ornament recreation and amusement and generally in all raw material manufactured goods materials provisions and general produce and also the business of storage contractors, carriers, shipping and forwarding agents, warehouse, storekeepers; and to carry on any other business which is calculated directly or indirectly to enhance the value of any of the Company's business property rights or assets and to carry on the aforesaid businesses either together as a single business or a separate and distinct business in any part of the world; and the Company has power to do all such things as are incidental or conducive to the carrying on of any trade or business by it.
 - (b) 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.
 - (c) To acquire by purchase, lease, exchange, hire or otherwise, or to hold for any estate or interest, any land, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business.
 - (d) To erect, alter or maintain any buildings, plant and machinery necessary or convenient for the Company's business

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and to contribute to or subsidise the erection, construction and maintenance of any of the above.

- (e) To acquire by subscription or otherwise and hold, sell, deal with or dispose of any shares, stock, debentures, debenture stocks, or other securities of any kind whatsoever, guaranteed by any company constituted or carrying on business in any part of the world and debentures, debenture stock and other securities of any kind 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.
- (f) To receive money on deposit either without security or secured by debentures, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking or on all or any of the assets of the Company including uncalled capital, and generally to act as bankers.
- (g) To borrow and raise money in any manner and to secure with or without consideration the repayment of any money borrowed, raised, or owing by mortgage, charge debenture, debenture stock, bond, standard security, lien or any other security of whatsoever nature upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, and also by a similar mortgage, charge debenture, debenture stock, bond, standard security, indemnity, lien or security of whatsoever nature to secure and guarantee the performance by the Company or any other company or person (including, but without prejudice to the generality of the foregoing) the holding company of the Company or any company which is a subsidiary of such holding company within each case the meaning of section 736 of the Act, of any obligation or liability it or such person or company may undertake or which may become binding upon it or such person or company, and 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
- (h) To lend money with or without security, and to invest money of the Company 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 the Company is a member or is otherwise interested, and generally as the Directors think fit.
- (i) To apply for, purchase or otherwise acquire and hold or use any patents, 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 or information so acquired.
- (j) 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, Consultants, experts or agents.

- (k) To employ experts, consultants and valuers to investigate and examine the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (l) 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 the Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or the interests of the Company and to acquire, hold or dispose of shares, stocks or securities issued by or any other obligations of any such other company.
- (m) To draw, accept and negotiate promissory notes, bills of exchange and other negotiable instruments.
- (n) 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.
- (o) To pay for any property or rights acquired by the Company either in cash or by the issue of 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.
- (p) 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.
- (q) To enter into arrangements for joint working in business or 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 the Company or which is capable of being carried on so as directly or indirectly to benefit the Company.
- (r) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and

transactions of any person, or company carrying on any business the carrying on of which is calculated to benefit the Company or to advance its interests, or possessed of property suitable for the purposes of the Company.

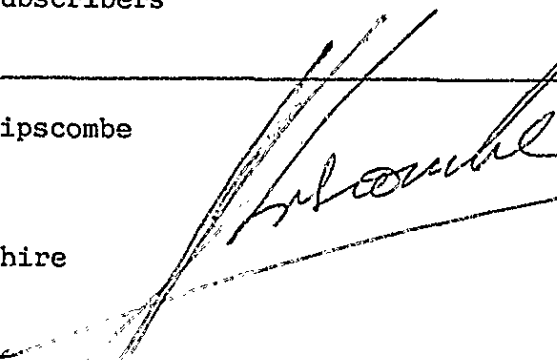
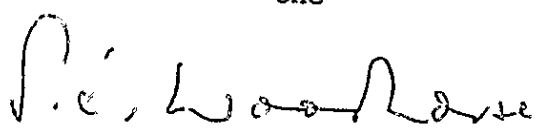
- (s) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (t) To provide for the welfare of persons employed or formerly employed by the Company and 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 of any associated company of the Company or its predecessors in business or the dependants of such persons and to establish and maintain or concur in establishing and 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.
- (u) To subscribe to or otherwise aid 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.
- (v) To distribute in specie assets of the Company properly distributable amongst the members, 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.
- (w) To do all or any of the things hereinbefore authorised, either alone or in conjunction with others, or as factors, trustees or agents for others, or by or through factors, trustees or agents.
- (x) To do all such other things as are incidental to or which the Company may think conducive with the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but

the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

4. The liability of the Company is limited.
5. The Share Capital of the Company is £1000 divided into 1000 Shares of £1 each.

We, the several persons whose names addresses and descriptions 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 Descriptions of Subscribers	Number of Shares taken by each Subscriber
Terence John Lipscombe Blount House Hall Court Hall Park Way Telford Shropshire Solicitor	One 
Sally Elizabeth Woodhouse Blount House Hall Court Hall Park Way Telford Shropshire Legal Assistant	One 

DATED the 18th day of July 1990

WITNESS to the above signatures:-

Dorothy Mary Gail Olds
Blount House
Hall Court
Hall Park Way
Telford Shropshire



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

M.S. 136 LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the Regulations contained in Table A set out in the Schedule to the Companies (Tables A to F) Regulations 1985 shall apply to the Company.
2. Regulations 3, 8, 24, 35, 64, 73 to 77 (inclusive), 94 to 97 (inclusive), the second and third sentences of Regulation 79 and the last sentence of Regulation 84 of Table A shall not apply to the Company but the Regulations hereinafter contained together with the remaining Regulations of Table A shall, subject to the modifications hereinafter expressed, constitute the Regulations of the Company.
3. Any reference in these Regulations to an enactment shall be construed as a reference to that enactment as amended or extended by or under any other enactment.

PRIVATE COMPANY

4. The Company is a private company, and accordingly:-
 - (a) no shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise); and
 - (b) no shares in or debentures of the Company shall be allotted, nor shall any agreement to allot such shares or debentures be made, (whether for cash or otherwise), with a view to all or any of such shares or debentures being offered for sale to the public, and sections 58(3), 59 and 60 of the Act shall apply for the purposes of this Regulation as they apply for the purposes of the Act.

INTERPRETATION

5. In Regulation 1 of Table A there shall be inserted before the words "office" and "secretary" the word "the" and between the words "regulations" and "the Act" the words "and in any regulations adopting in whole or in part the same".

SHARES

6. Subject to the provisions of the next following Regulation the Directors are authorised for the purposes of section 80 of the Act to exercise the power of the Company to allot shares to the amount of the authorised but unissued share capital of the Company at the date hereof and the Directors may allot, grant options over or otherwise dispose of such shares to such persons, on such terms and in such manner as they think fit provided always that:-

- (i) save as provided in sub-paragraph (ii) of this Regulation the authority given in this Regulation to the Directors to exercise the power of the Company to allot shares shall expire five years after the date of incorporation of the Company;
- (ii) the Members in General Meeting may by Ordinary Resolution:-
 - (a) renew the said authority (whether or not it has been previously renewed) for a period not exceeding five years, but such Resolution must state (or restate) the amount of shares which may be allotted under such renewed authority or, as the case may be, the amount remaining to be allotted thereunder, and must specify the date on which the renewed authority will expire;
 - (b) revoke or vary any such authority (or renewed authority);
- (iii) notwithstanding the provisions of sub-paragraphs (i) and (ii) of this Regulation the Company may make an offer or agreement which would or might require shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the Directors may allot shares notwithstanding that such authority or renewed authority has expired.

In this Regulation any reference to the allotment of shares shall include a reference to the grant of any right to subscribe for, or to convert any security into shares, but shall not include any reference to the allotment of shares pursuant to such a right.

7. In accordance with section 91 of the Act Section 89(1), and 90(1) to (6) of the Act are excluded from applying to the Company. Any shares for the time being unissued shall 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

shall be by Special Resolution otherwise direct. Such offer shall be made by written notice specifying the number of shares offered and specifying a period (not being less than fourteen days) within which the offer, if not accepted, will lapse and determine. After the expiration of that period, or on the receipt of an intimation in writing from the offeree that he declines to accept the shares so offered, the Directors may in accordance with the provisions of these Regulations allot, grant options over or otherwise dispose of the same to such persons, on such terms and in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid, allot 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 effectually be offered in the manner aforesaid.

8. Subject to Chapter VII of the Act, and to Regulation 12, the Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.
9. Subject to Chapter VII of the Act, any shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, at the option of the Company or the shareholder, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine, and whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.
10. Subject to Chapter VI of the Act, the Company may have financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the Company or its holding company.

LIEN

11. The lien conferred by Regulation 8 of Table A shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders. The Company shall have a first and paramount lien on every share (not being full paid) 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 (including fully paid shares) registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof 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 shares to be wholly or in part exempt from the provisions of this Regulation. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

TRANSFER OF SHARES

12. (a) No share or beneficial ownership of a share shall be transferred nor shall the Company purchase any of its own shares pursuant to Regulation 8 unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.
- (b) Any member proposing to transfer any share or beneficial ownership of a share (hereinafter called "the vendor") shall give notice in writing (hereinafter called "the transfer notice") to the Company of such proposal. The transfer notice shall specify the sum which in the vendor's opinion constitutes the fair price of each share specified therein, and shall constitute the Company the vendor's agent for the sale of such share or shares (hereinafter called "the said shares") in one or more lots at the discretion of the Directors to the Members (other than the vendor), at that price save that if the Directors do not accept that the sum specified by the vendor constitutes the fair price of the said shares they shall instruct the Auditors of the Company (who shall act as experts and not as arbitrators so that any provisions of law or statute relating to arbitration shall not apply) to certify by certificate in writing (hereinafter called "the certificate of value") the value in their opinion of the said shares as between a willing seller and a willing buyer, and in such a case the transfer notice shall nevertheless constitute the Company the vendor's agents for the sale of the said shares but at the price certified in the certificate of value.
- (c) If the Auditors are instructed to certify the fair value as aforesaid the Company shall, as soon as it receives the certificate of value, furnish a copy thereof to the vendor. The cost of obtaining the certificate of value shall be borne by the Company.
- (d) Upon the price being fixed as aforesaid (whether by reference to the vendor's opinion of the fair price or by reference to the certificate of value) the Company shall forthwith by notice in writing (hereinafter called "the offer notice") inform each Member (other than the vendor) of the number and price of the said shares and shall invite each such Member to apply in writing to the Company within 21 days of the date of despatch of the offer notice (which date shall be specified therein) for such maximum number of the said shares (being all or any thereof) as he shall specify in such application.
- (e) If such Members shall within the said period of 21 days apply for all or (save as otherwise provided in the transfer notice) any of the said shares, the Directors shall allocate the said shares (or so many of them as shall be applied for) to or amongst the applicant Members in proportion as nearly as may be to the number of shares in the Company of which they are registered or unconditionally entitled to be registered as holders provided that no applicant Member shall be obliged to take more than the maximum number of shares specified by him as aforesaid. If any shares shall not be capable without sub-division of being allocated to

the Members in proportion to their existing holdings, the same shall be allocated to the applicant Members, or some of them, in such proportions or in such manner as may be determined by lots drawn in regard thereto and the lots shall be drawn in such manner as the Directors think fit.

- (f) The Company shall forthwith give notice of such allocations (hereinafter called "the allocation notice") to the vendor and to the Members to whom the said shares have been allocated and shall specify in the allocation notice the place and time (being not earlier than 14 and not later than 28 days after the date of the despatch of the allocation notice, which shall be specified therein) at which the sale of the said shares so allocated shall be completed.
 - (g) The vendor shall be bound (upon payment of the purchase price due in respect thereof) to transfer the shares comprised in the allocation notice to the purchasing Members named therein at the place and time therein specified; and if in any case the vendor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase price on his behalf, and may authorise some person to execute a transfer of such shares in favour of the purchasing Member. The receipt of the Company for the purchase price shall be a good discharge to the purchasing Member. The Company shall forthwith pay the purchase price into a separate bank account in the Company's name and shall hold the purchase price and any interest earned thereon in trust for the vendor.
 - (h) During the 6 months following the expiry of the period of 21 days referred to in paragraph (e) of this Regulation the vendor shall be at liberty subject nevertheless to the provisions of paragraph (i) of this Regulation to transfer to any person (including, but subject to Regulation 8, the Company) and at any price (not being less than the price fixed under paragraph (b) of this Regulation) any of the said shares not allocated by the Directors as aforesaid.
 - (i) The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.
13. The instrument of transfer of a fully paid share shall be executed by or on behalf of the transferor and in the case of a share which is not fully paid, the instrument of transfer shall in addition be executed by or on behalf of the transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of Members in respect thereof.

PROCEEDINGS AT GENERAL MEETINGS

14. In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to

attend and, on a poll, vote instead of him and that such proxy need not also be a Member. Regulation 38 of Table A shall be modified accordingly.

15. Proxies may be deposited at the Registered Office of the Company at any time before the time of the Meeting for which they are to be used unless otherwise specified in the notice convening such Meeting. Regulation 62 of Table A shall be modified accordingly.

DIRECTORS

16. The first Director or Directors of the Company shall be the person or person named in the statement delivered under Section 10 of the Act.
17. Unless and until otherwise determined by the Company in General Meeting there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whenever there shall be only one Director of the Company such Director may act alone in exercising all the powers, discretions and authorities vested in the Directors, and Regulation 89 of Table A shall be modified accordingly.
18. A Director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in section 346 of the Act or otherwise) in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the Company or in which the Company is otherwise interested, shall declare the nature of his interest at a Meeting of the Directors in accordance with section 317 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.
19. The Directors may exercise all the powers of the company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock or any other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
20. In Regulation 87 of Table A there shall be inserted between the words "the directors" and "may" the words "on behalf of the Company".

DIVIDENDS

21. No dividends or interim dividend shall be paid otherwise than in accordance with the provisions of Part VIII of the Act which apply to the Company.

Names, addresses and descriptions of Subscribers

Terence John Lipscombe
Blount House
Hall Court
Hall Park Way
Telford Shropshire

Solicitor

Sally Elizabeth Woodhouse
Blount House
Hall Court
Hall Park Way
Telford Shropshire

Legal Assistant

DATED the 18th day of July 1990

WITNESS to the above signatures:-

Dorothy Mary Gail Olds
Blount House
Hall Court
Hall Park Way
Telford Shropshire

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

No. 2526028

I hereby certify that

M.S. 136 LIMITED

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

Given under my hand at the Companies Registration Office,
Cardiff the 27 JULY 1990

M. G. Moss
M. G. M. MOSS

an authorised officer



SP3.15.901018

Print of Resolution for filing
with Registrar of Companies

Company No. 2526028

THE COMPANIES ACTS 1985 - 89

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

M.S. 136 LIMITED

Passed on 18th October 1990

At an Extraordinary General Meeting of the Company duly convened and held at Blount House, Hall Court, Hall Park Way, Telford, Shropshire on 18th October 1990 the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

1. THAT the name of the Company be and is hereby changed to PROCASE COMPUTER (UK) LIMITED

Chairman



PH. 16 OCT 1990

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2526028

I hereby certify that

M.S. 136 LIMITED

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

PROCASE COMPUTER (UK) LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 26 OCTOBER 1990

F. A. Joseph.

F. A. JOSEPH
an authorised officer

Print of Resolution for filing
with Registrar of Companies

ACCEPT UNSTAMPED £ 460
AC/CN 36472
SIGNED P. H. Morgan
DATE 9.11.90

Company No. 2526028

THE COMPANIES ACTS 1985 - 89

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

PROCASE COMPUTER (UK) LIMITED

Passed on 5th November 1990

At an Extraordinary General Meeting of the Company duly convened
and held at Blount House, Hall Court, Hall Park Way, Telford,
Shropshire on 5th November 1990 the following Resolution was duly
passed as a Special Resolution:

SPECIAL RESOLUTION

1. THAT the name of the Company be and is hereby changed to
ENTA TECHNOLOGIES LIMITED

.....
Chairman

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2526028

I hereby certify that

PROCASE COMPUTER (UK) LIMITED

having by special resolution changed its name,

is now incorporated under the name of

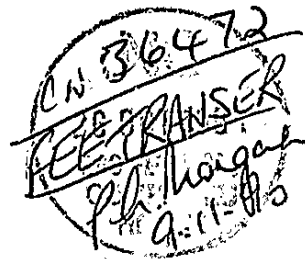
ENTA TECHNOLOGIES LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 15 NOVEMBER 1990

A. M. Evans
A. M. EVANS

an authorised officer

Print of Resolution for filing
with Registrar of Companies



Company No. 2526028

THE COMPANIES ACTS 1985 - 89

COMPANY LIMITED BY SHARES

FOR PUBLIC FILE.
NO ACTION TAKEN ON
CHANGE OF NAME

SPECIAL RESOLUTION
of
M.S. 136 LIMITED

FOR PUBLIC FILE.
NO ACTION TAKEN ON
CHANGE OF NAME

Passed on 24th October 1990

At an Extraordinary General Meeting of the Company duly convened
and held at Blount House, Hall Court, Hall Park Way, Telford,
Shropshire on 24th October 1990 the following Resolution was duly
passed as a Special Resolution:

SPECIAL RESOLUTION

1. THAT the name of the Company be and is hereby changed to
ENTA TECHNOLOGIES LIMITED

FOR PUBLIC FILE.
NO ACTION TAKEN ON
CHANGE OF NAME

.....
Chairman

BB 640

SP4.7.901108

Print of Resolution for filing
with Registrar of Companies

Company No. 2526028

THE COMPANIES ACTS 1985-9

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS
PROCASE COMPUTER^{of}(UK)LIMITED

Passed on 12th November 1990

At an Extraordinary General Meeting of the Company duly convened and held at Blount House Hall Court Hall Park Way Telford on 12th November 1990 the following Resolutions were duly passed as Ordinary Resolutions:

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased from £1,000 to £30,000 by the creation of a further 29,000 shares of £1 each to rank pari passu in all respects with the existing shares of the Company.
2. THAT:
 - (a) the Directors be and they are hereby generally and unconditionally authorised for the purpose of Section 80 Companies Act 1985 to allot relevant securities (as defined in that Act) up to a maximum aggregate nominal amount of £30,000 to such persons at such times and upon such conditions as the Directors may determine (subject to the Articles of Association of the Company) during the period expiring at the end of five years from the date of the passing of this Resolution; and
 - (b) the Company may at any time prior to the expiration of such authority make an offer or agreement which would or might require relevant securities to be allotted pursuant thereto after such expiration and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

.....
Chairman

**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

--	--	--	--

2526028

Name of company

*Insert full name
of company

*** ENTA TECHNOLOGIES LTD.**

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated **12TH NOVEMBER 1990** the nominal capital of the company has been
increased by £ **29,000** beyond the registered capital of £ **1,000**.

†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 (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:

TO RANK PARI PASSU WITH EXISTING SHARE CAPITAL

Please tick here if
continued overleaf

☐

§Delete as
appropriate

Signed

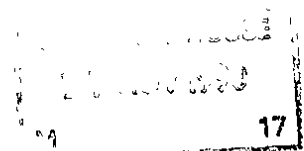
[Director][Secretary]§ Date **16/11/90**

Presentor's name, address and
reference (if any): **SP/RH
MANBY & STEWARD, SOLICITORS
BLOUNT HOUSE, HALL COURT,
HALL PARK WAY, TELFORD
TF3 4NQ**

For official use

General section

Post room



SP3.19

Print of Resolutions for filing
with Registrar of Companies

Company No. 2526028

THE COMPANIES ACT 1985-89

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF
PROCASE COMPUTER (UK) LIMITED

Passed on 5th November 1990

At an Extraordinary General Meeting of the Company duly convened and held at Blount House, Hall Court, Hall Park Way, Telford, Shropshire on 5th November 1990 the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

THAT the following Article be added to the Articles of Association of the Company and designated as Article 20A

A meeting of the Directors may be for all purposes deemed to be held when a Director is or Directors are in communication by telephone or television with another Director or other Directors and all of the said Directors agree to treat the meeting as so held, provided always that the number of the said Directors constitutes a quorum of the Board hereunder. A Resolution made by the said Directors in pursuance of this Article shall be as valid as it would have been if made by them at an actual meeting duly convened and held

.....
Chairman

G

COMPANIES FORM No. 224

Notice of accounting reference date (to be delivered within 9 months of incorporation)

224

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

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

To the Registrar of Companies
(Address overleaf)

Company number

2526028

Name of company

* ENTA TECHNOLOGIES LTD.

* insert full name
of company

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:

Day Month

3 1 1 2

5 April
Day Month

0 5 0 4

30 June
Day Month

3 0 0 6

31 December
Day Month

3 1 1 2

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

Signed

Designation†

DIRECTOR &
SECRETARY

Date 16/11/90

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

SP/RH
MANBY & STEWARD, SOLICITORS,
BLOUNT HOUSE, HALL COURT,
HALL PARK WAY, TELFORD TF3
4NQ

For official use
D.E.B.

Post room

SW4.11.901126

THE COMPANIES ACTS 1985-1989

PRIVATE COMPANY LIMITED BY SHARES

M E M O R A N D U M

A N D

A R T I C L E S O F A S S O C I A T I O N

of

ENTA TECHNOLOGIES LIMITED

Incorporated the 27th day of July 1990

Company Number: 2526028



THE COMPANIES ACTS 1985-1989

PRIVATE COMPANY LIMITED BY SHARES

M E M O R A N D U M O F A S S O C I A T I O N

of

*ENTA TECHNOLOGIES LIMITED

-
- *1. The name of the Company is Enta Technologies Limited.
 2. The Company's registered office is to be situate in England and Wales.
 3. The Company's objects are:-
 - (a) To carry on within and without the United Kingdom businesses of exporters, importers, manufacturers, agents, brokers, general merchants and dealers both wholesale and retail in commodities of every description and all commercial goods manufactured goods and all goods of personal and household use and consumption ornament recreation and amusement and generally in all raw material manufactured goods materials provisions and general produce and also the business of storage contractors, carriers, shipping and forwarding agents, warehouse, storekeepers; and to carry on any other business which is calculated directly or indirectly to enhance the value of any of the Company's business property rights or assets and to carry on the aforesaid businesses either together as a single business or a separate and distinct business in any part of the world; and the Company has power to do all such things as are incidental or conducive to the carrying on of any trade or business by it.
 - (b) 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.
 - (c) To acquire by purchase, lease, exchange, hire or otherwise, or to hold for any estate or interest, any land, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business.

* Name changed from M.S. 136 Limited to Procace Computer (UK) Limited pursuant to Special Resolution dated 18th October 1990 and from Procace Computer (UK) Limited to Enta Technologies Limited pursuant to Special Resolution dated 5th November 1990



- (d) To erect, alter or maintain any buildings, 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.
- (e) To acquire by subscription or otherwise and hold, sell, deal with or dispose of any shares, stock, debentures, debenture stocks, or other securities of any kind whatsoever, guaranteed by any company constituted or carrying on business in any part of the world and debentures, debenture stock and other securities of any kind 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.
- (f) To receive money on deposit either without security or secured by debentures, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking or on all or any of the assets of the Company including uncalled capital, and generally to act as bankers.
- (g) To borrow and raise money in any manner and to secure with or without consideration the repayment of any money borrowed, raised, or owing by mortgage, charge debenture, debenture stock, bond, standard security, lien or any other security of whatsoever nature upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, and also by a similar mortgage, charge debenture, debenture stock, bond, standard security, indemnity, lien or security of whatsoever nature to secure and guarantee the performance by the Company or any other company or person (including, but without prejudice to the generality of the foregoing) the holding company of the Company or any company which is a subsidiary of such holding company within each case the meaning of section 736 of the Act, of any obligation or liability it or such person or company may undertake or which may become binding upon it or such person or company, and 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
- (h) To lend money with or without security, and to invest money of the Company 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 the Company is a member or is otherwise interested, and generally as the Directors think fit.
- (i) To apply for, purchase or otherwise acquire and hold or use any patents, 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 or information so acquired.

- (j) 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, Consultants, experts or agents.
- (k) To employ experts, consultants and valuers to investigate and examine the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (l) 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 the Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or the interests of the Company and to acquire, hold or dispose of shares, stocks or securities issued by or any other obligations of any such other company.
- (m) To draw, accept and negotiate promissory notes, bills of exchange and other negotiable instruments.
- (n) 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.
- (o) To pay for any property or rights acquired by the Company either in cash or by the issue of 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.
- (p) 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 debt 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.
- (q) To enter into arrangements for joint working in business or 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 the Company or which is capable of being carried on so as directly or indirectly to benefit the Company.

- (r) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, or company carrying on any business the carrying on of which is calculated to benefit the Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (s) 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.
- (t) To provide for the welfare of persons employed or formerly employed by the Company and 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 of any associated company of the Company or its predecessors in business or the dependants of such persons and to establish and maintain or concur in establishing and 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.
- (u) To subscribe to or otherwise aid the establishment and support of, any school 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.
- (v) To distribute in specie assets of the Company properly distributable amongst the members, 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.
- (w) To do all or any of the things hereinbefore authorised, either alone or in conjunction with others, or as factors, trustees or agents for others, or by or through factors, trustees or agents.
- (x) To do all such other things as are incidental to or which the Company may think conducive with the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the

powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

4. The liability of the Company is limited.

*5. The Share Capital of the Company is 30,000 divided into 30,000 Shares of £1 each.

We, the several persons whose names addresses and descriptions 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 Descriptions of Subscribers	Number of Shares taken by each Subscriber
Terence John Lipscombe Blount House Hall Court Hall Park Way Telford Shropshire Solicitor	One
Sally Elizabeth Woodhouse Blount House Hall Court Hall Park Way Telford Shropshire Legal Assistant	One

DATED the 18th day of July 1990

WITNESS to the above signatures:-

Dorothy Mary Gail Olds
Blount House
Hall Court
Hall Park Way
Telford Shropshire

* Share capital increased from £1,000 to £30,000 pursuant to Ordinary Resolution dated 12th November 1990

THE COMPANIES ACTS 1985-1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

*ENTA TECHNOLOGIES LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the Regulations contained in Table A set out in the Schedule to the Companies (Tables A to F) Regulations 1985 shall apply to the Company.
2. Regulations 3, 8, 24, 35, 64, 73 to 77 (inclusive), 94 to 97 (inclusive), the second and third sentences of Regulation 79 and the last sentence of Regulation 84 of Table A shall not apply to the Company but the Regulations hereinafter contained together with the remaining Regulations of Table A shall, subject to the modifications hereinafter expressed, constitute the Regulations of the Company.
3. Any reference in these Regulations to an enactment shall be construed as a reference to that enactment as amended or extended by or under any other enactment.

PRIVATE COMPANY

4. The Company is a private company, and accordingly:-
 - (a) no shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise); and
 - (b) no shares in or debentures of the Company shall be allotted, nor shall any agreement to allot such shares or debentures be made, (whether for cash or otherwise), with a view to all or any of such shares or debentures being offered for sale to the public, and sections 58(3), 59 and 60 of the Act shall apply for the purposes of this Regulation as they apply for the purposes of the Act.

INTERPRETATION

5. In Regulation 1 of Table A there shall be inserted before the words "office" and "secretary" the word "the" and between the words "regulations" and "the Act" the words "and in any regulations adopting in whole or in part the same".

* Name changed from M.S. 136 Limited to Procace Computer (UK) Limited pursuant to Special Resolution dated 18th October 1990 and from Procace Computer (UK) Limited to Enta Technologies Limited pursuant to Special Resolution dated 5th November 1990

SHARES

*6. Subject to the provisions of the next following Regulation the Directors are authorised for the purposes of section 80 of the Act to exercise the power of the Company to allot shares to the amount of the authorised but unissued share capital of the Company at the date hereof and the Directors may allot, grant options over or otherwise dispose of such shares to such persons, on such terms and in such manner as they think fit provided always that:-

- (i) save as provided in sub-paragraph (ii) of this Regulation the authority given in this Regulation to the Directors to exercise the power of the Company to allot shares shall expire five years after the date of incorporation of the Company;
- (ii) the Members in General Meeting may by Ordinary Resolution:-
 - (a) renew the said authority (whether or not it has been previously renewed) for a period not exceeding five years, but such Resolution must state (or restate) the amount of shares which may be allotted under such renewed authority or, as the case may be, the amount remaining to be allotted thereunder, and must specify the date on which the renewed authority will expire;
 - (b) revoke or vary any such authority (or renewed authority);
- (iii) notwithstanding the provisions of sub-paragraphs (i) and (ii) of this Regulation the Company may make an offer or agreement which would or might require shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the Directors may allot shares notwithstanding that such authority or renewed authority has expired.

In this Regulation any reference to the allotment of shares shall include a reference to the grant of any right to subscribe for, or to convert any security into shares, but shall not include any reference to the allotment of shares pursuant to such a right.

7. In accordance with section 91 of the Act Section 89(1), and 90(1) to (6) of the Act are excluded from applying to the Company. Any shares for the time being unissued shall 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 shall by Special Resolution otherwise direct. Such offer shall be made by written notice specifying the number of shares offered and specifying a period (not being less than fourteen days) within which the offer, if not accepted, will lapse and

* Pursuant to Ordinary Resolution passed on 12th November 1990 the Directors authority was extended to the issue of shares up to the increased share capital of £30,000 prior to 12th November 1995

determine. After the expiration of that period, or on the receipt of an intimation in writing from the offeree that he declines to accept the shares so offered, the Directors may in accordance with the provisions of these Regulations allot, grant options over or otherwise dispose of the same to such persons, on such terms and in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid, allot 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 effectually be offered in the manner aforesaid.

8. Subject to Chapter VII of the Act, and to Regulation 12, the Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.
9. Subject to Chapter VII of the Act, any shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, at the option of the Company or the shareholder, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine, and whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.
10. Subject to Chapter VI of the Act, the Company may have financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the Company or its holding company.

LIEN

11. The lien conferred by Regulation 8 of Table A shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders. The Company shall have a first and paramount lien on every share (not being fully paid) 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 (including fully paid shares) registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof 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 shares to be wholly or in part exempt from the provisions of this Regulation. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

TRANSFER OF SHARES

12. (a) No share or beneficial ownership of a share shall be transferred nor shall the Company purchase any of its own shares pursuant to Regulation 8 unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

- (b) Any member proposing to transfer any share or beneficial ownership of a share (hereinafter called "the vendor") shall give notice in writing (hereinafter called "the transfer notice") to the Company of such proposal. The transfer notice shall specify the sum which in the vendor's opinion constitutes the fair price of each share specified therein, and shall constitute the Company the vendor's agent for the sale of such share or shares (hereinafter called "the said shares") in one or more lots at the discretion of the Directors to the Members (other than the vendor), at that price save that if the Directors do not accept that the sum specified by the vendor constitutes the fair price of the said shares they shall instruct the Auditors of the Company (who shall act as experts and not as arbitrators so that any provisions of law or statute relating to arbitration shall not apply) to certify by certificate in writing (hereinafter called "the certificate of value") the value in their opinion of the said shares as between a willing seller and a willing buyer, and in such a case the transfer notice shall nevertheless constitute the Company the vendor's agents for the sale of the said shares but at the price certified in the certificate of value.
- (c) If the Auditors are instructed to certify the fair value as aforesaid the Company shall, as soon as it receives the certificate of value, furnish a copy thereof to the vendor. The cost of obtaining the certificate of value shall be borne by the Company.
- (d) Upon the price being fixed as aforesaid (whether by reference to the vendor's opinion of the fair price or by reference to the certificate of value) the Company shall forthwith by notice in writing (hereinafter called "the offer notice") inform each Member (other than the vendor) of the number and price of the said shares and shall invite each such Member to apply in writing to the Company within 21 days of the date of despatch of the offer notice (which date shall be specified therein) for such maximum number of the said shares (being all or any thereof) as he shall specify in such application.
- (e) If such Members shall within the said period of 21 days apply for all or (save as otherwise provided in the transfer notice) any of the said shares, the Directors shall allocate the said shares (or so many of them as shall be applied for) to or amongst the applicant Members in proportion as nearly as may be to the number of shares in the Company of which they are registered or unconditionally entitled to be registered as holders provided that no applicant Member shall be obliged to take more than the maximum number of shares specified by him as aforesaid. If any shares shall not be capable without sub-division of being allocated to the Members in proportion to their existing holdings, the same shall be allocated to the applicant Members, or some of them, in such proportions or in such manner as may be determined by lots drawn in regard thereto and the lots shall be drawn in such manner as the Directors think fit.

- (f) The Company shall forthwith give notice of such allocations (hereinafter called "the allocation notice") to the vendor and to the Members to whom the said shares have been allocated and shall specify in the allocation notice the place and time (being not earlier than 14 and not later than 28 days after the date of the despatch of the allocation notice, which shall be specified therein) at which the sale of the said shares so allocated shall be completed.
- (g) The vendor shall be bound (upon payment of the purchase price due in respect thereof) to transfer the shares comprised in the allocation notice to the purchasing Members named therein at the place and time therein specified; and if in any case the vendor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase price on his behalf, and may authorise some person to execute a transfer of such shares in favour of the purchasing Member. The receipt of the Company for the purchase price shall be a good discharge to the purchasing Member. The Company shall forthwith pay the purchase price into a separate bank account in the Company's name and shall hold the purchase price and any interest earned thereon in trust for the vendor.
- (h) During the 6 months following the expiry of the period of 21 days referred to in paragraph (e) of this Regulation the vendor shall be at liberty subject nevertheless to the provisions of paragraph (i) of this Regulation to transfer to any person (including, but subject to Regulation 8, the Company) and at any price (not being less than the price fixed under paragraph (b) of this Regulation) any of the said shares not allocated by the Directors as aforesaid.
- (i) The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.
13. The instrument of transfer of a fully paid share shall be executed by or on behalf of the transferor and in the case of a share which is not fully paid, the instrument of transfer shall in addition be executed by or on behalf of the transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of Members in respect thereof.

PROCEEDINGS AT GENERAL MEETINGS

14. In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, vote instead of him and that such proxy need not also be a Member. Regulation 38 of Table A shall be modified accordingly.
15. Proxies may be deposited at the Registered Office of the Company at any time before the time of the Meeting for which they are to

be used unless otherwise specified in the notice convening such Meeting. Regulation 62 of Table A shall be modified accordingly.

DIRECTORS

16. The first Director or Directors of the Company shall be the person or person named in the statement delivered under Section 10 of the Act.
17. Unless and until otherwise determined by the Company in General Meeting there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whenever there shall be only one Director of the Company such Director may act alone in exercising all the powers, discretions and authorities vested in the Directors, and Regulation 89 of Table A shall be modified accordingly.
18. A Director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in section 346 of the Act or otherwise) in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the Company or in which the Company is otherwise interested, shall declare the nature of his interest at a Meeting of the Directors in accordance with section 317 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.
19. The Directors may exercise all the powers of the company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock or any other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
20. In Regulation 87 of Table A there shall be inserted between the words "the directors" and "may" the words "on behalf of the Company".
- *20A. A meeting of the Directors may be for all purposes deemed to be held when a Director is or Directors are in communication by telephone or television with another Director or other Directors and all of the said Directors agree to treat the meeting as so held, provided always that the number of the said Directors constitutes a quorum of the Board hereunder. A Resolution made by the said Directors in pursuance of this Article shall be as valid as it would have been if made by them at an actual meeting duly convened and held.

DIVIDENDS

21. No dividends or interim dividend shall be paid otherwise than in accordance with the provisions of Part VIII of the Act which apply to the Company.

* Inserted pursuant to Special Resolution passed on 5th November 1990.

Names, addresses and descriptions of Subscribers

Terence John Lipscombe
Blount House
Hall Court
Hall Park Way
Telford Shropshire

Solicitor

Sally Elizabeth Woodhouse
Blount House
Hall Court
Hall Park Way
Telford Shropshire

Legal Assistant

DATED the 18th day of July 1990

WITNESS to the above signatures:-

Dorothy Mary Gail Olds
Blount House
Hall Court
Hall Park Way
Telford Shropshire

COMPANY NO. 2526028 COMPANIES ACT 1985 - 1989

COMPANY LIMITED BY SHARES

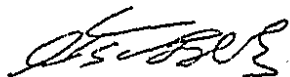
ORDINARY RESOLUTION OF ENTA TECHNOLOGIES LTD

Passed on 17th December 1990

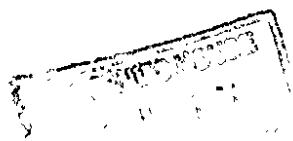
At an Extraordinary General Meeting of the Company duly convened and held at the Registered Office on 17th December 1990 the following Resolution was duly passed as an Ordinary Resolution.

Ordinary Resolution

1. That the authorised share capital of the Company is increased from £30,000 to £100,000.



.....
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

--	--	--	--

2526028

Name of company

*Insert full name
of company

* ENTA TECHNOLOGIES LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 17th December 1990 the nominal capital of the company has been
increased by £ 70,000 beyond the registered capital of £ 30,000.

†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 (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:

To rank parri passu with the existing issued ordinary share
capital.

Please tick here if
continued overleaf☐§Delete as
appropriate

Signed

[Director][Secretary]§ Date

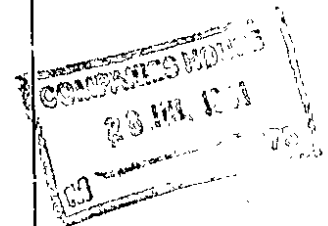
22/7/91Presentor's name, address and
reference (if any): (SP/RH)

Manby & Steward
Blount House, Hall Court,
Hall Park Way
Telford
Shropshire TF3 4NQ

For official use

General section

Post room



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoot Street, London SE1 5TS

Companies G123

1985 Edition
2.85 B11AM.

5017167

WHITTINGHAM, RIDDELL & CO.

CHARTERED ACCOUNTANTS

15 BELMONT
SHREWSBURY SY1 1TE

TELEPHONE SHREWSBURY (0743) 355795 FAX (0743) 380745

BRANCH OFFICES AT WELSHPOOL, NEWTOWN
ELLESMERE, LUDLOW & KNIGHTON

D. O. WHITTINGHAM D. MORGAN
P. W. PHELPS D. A. PRITCHARD
J. MCA. HODGSON R. J. PARIS
R. DAVIES P. L. THOMPSON
T. J. W. PURSALL ANN H. TUDOR
P. I. LANE P. E. H. COWDY

CONSULTANT: P. H. EVAN

YOUR REF

OUR REF

DATE

3191/PIL/TJJ/ALV

17 December 1991

The Directors
ENTA Technologies Limited
27 John Street
London
WC1N 2BL

2526028

Dear Sirs

ENTA Technologies Limited

We hereby resign as auditors to the above company from today's date. We confirm that we are not aware of any circumstances which we consider should be brought to the attention of the members or creditors of the company.

Yours faithfully

Whittingham Ridell & Co



WHITTINGHAM, RIDDELL & CO.

CHARTERED ACCOUNTANTS

15 BELMONT
SHREWSBURY SY1 1TE

TELEPHONE SHREWSBURY (0743) 355785 FAX (0743) 360745

BRANCH OFFICES AT WELSHPOOL, NEWTOWN
ELLESMERE, LUDLOW & KNIGHTON

D. B. WHITTINGHAM D. MORGAN
P. W. PHELPS D. A. PRITCHARD
J. McA. HODGSON R. J. PARIS
R. DAVIES P. L. THOMPSON
T. J. W. PURSAILL ANN H. TUDOR
P. I. LANE P. E. M. COWDY

CONSULTANT: P. H. SEVAN

YOUR REF

OUR REF

DATE

3191/PIL/TJJ/ALV

17 December 1991

The Directors
ENTA Technologies Limited
27 John Street
London
WC1N 2BL

Dear Sirs

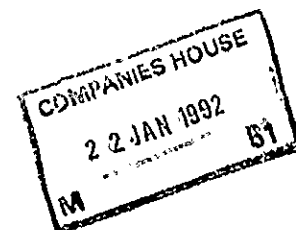
ENTA Technologies Limited

2526028

We hereby resign as auditors to the above company from today's date. We confirm that we are not aware of any circumstances which we consider should be brought to the attention of the members or creditors of the company.

Yours faithfully

Whittingham, Riddell & Co



G

COMPANIES FORM No. 225(1)

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

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies

For official use

Company number

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

2526028

Name of company

*Insert full name of company

* ENTA TECHNOLOGIES LIMITED

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

†Delete as appropriate

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

Day Month

3 10 24

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

Day Month Year

3 0 0 4 1 9 9 3

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

The company is a [subsidiary] [holding company]† of N/A

_____, company number _____

the accounting reference date of which is _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____ and it is still in force.

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

Signed

Jason Tsai

Designation

Managing Director

Date

18/12/92

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

For official use
General Section

Post room

2.10.11 1992
3

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*Insert full name
of company

To the Registrar of Companies

For official use

Company number

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

2526028

Name of company

* ENTA TECHNOLOGIES LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 26th April 1994 the nominal capital of the company has been
increased by £900,000 beyond the registered capital of £100,000.

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

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:†The copy must be
printed or in some
other form approved
by the registrarPlease tick here if
continued overleaf☐Delete as
appropriate

Signed

x Jason J. [Signature]
9/50/94

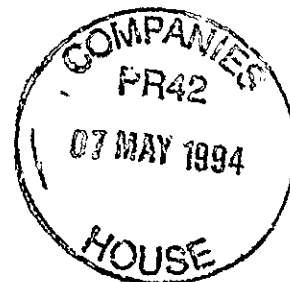
[Director][Secretary]'s Date 27 4. 1994

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

For official use

General section

Post room



ENTA TECHNOLOGIES LIMITED

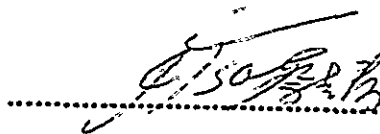
COMPANY NUMBER: 2526028

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the above named company will be held at Units 7, 8 and 9, Hortonwood 33, Telford, Shropshire TF1 4EX

on 26th April 1994 at 10.a.m. for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions:

1. THAT the authorised share capital of the company be increased from £100,000 to £1,000,000 by the creation of 900,000 shares of £1 each ranking pari passu in all respects with the existing shares in the capital of the company.
2. THAT with effect from the time of the passing of this resolution the directors be unconditionally authorised pursuant to Section 80, Companies Act 1985, to allot relevant securities (as defined in that Act) up to the amount of the authorised share capital of the company at the time of the passing of this resolution at any time or times during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the company before the expiry of this authority.

BY ORDER OF THE BOARD



Secretary

26th April 1994

Registered office:

27 John Street
London WC1N 2BL

