

**FILE COPY**



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

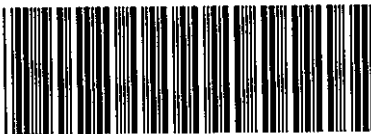
Company No. 3222604

The Registrar of Companies for England and Wales hereby certifies that  
CARDIGAN COMMUNICATIONS LIMITED

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

Given at Companies House, Cardiff, the 10th July 1996

*G. Wookey*  
G. WOOKEY



\*N032226046\*

For the Registrar of Companies



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

HC007B

Please complete in typescript,  
or in bold black capitals.

Declaration on application for registration

Company Name in full

Cardigan Communications Limited



\* F 0 1 2 0 D 3 0 \*

I, Pamela Marsh

of 56 Dene Street Dorking, Surrey

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.

† Please delete as appropriate.

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 156 High Street Dorking, Surrey

the Third day of July

One thousand nine hundred and ninety Six

§ Please print name.

before me § Sarah Clarke CHRISTOPHER SHIPLEY

Signed

Date 3/7/96

A Commissioner for Oaths or Notary Public or Justice of the Peace or 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.

Bradney & Co  
56 Dene Street

Dorking

RH4 2DP

Tel 01306 743939

DX number 57333

DX exchange DORKING

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

Companies House, Crown Way, Cardiff, CF4 3UZ

DX 33050 Cardiff

for companies in England and Wales or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

DX 235 Edinburgh

for companies registered in Scotland



A37 \*AAKN2MYD\* 478  
COMPANIES HOUSE 04/07/96

== Linkcheck ==  
CS Company Secretary

cs.a:b10.1

10

Please complete in typescript,  
or in bold black capitals.

First directors and secretary and intended situation of  
registered office

Notes on completion appear on final page.

Company Name in full

Cardigan Communications Limited



\* F 0 1 0 0 D 3 0 \*

Proposed Registered Office

56 Dene Street

(PO Box numbers only, are not acceptable)

Post town

Dorking

County/Region

Surrey

Postcode RH4 2DP

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.

X

Agent's Name

Bradney & Co

Address

56 Dene Street

Post town

Dorking

County/Region

Surrey

Postcode RH4 2DP

Number of continuation sheets attached

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.

Bradney & Co  
56 Dene Street

Dorking

RH4 2DP

Tel 01306 743939

DX number 57333

DX exchange DORKING



637 \*AAKN0MYB\* 476  
COMPANIES HOUSE 04/07/96

When you have completed and signed the form please send it to the  
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DX 33050 Cardiff

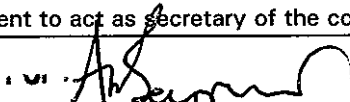
for companies in England and Wales or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

DX 235 Edinburgh

for companies registered in Scotland

**Company Secretary** (See notes 1-5)

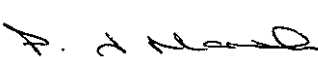
Company Name		Cardigan Communications Limited	
NAME	*Style / Title		*Honours etc
*Voluntary details	Forename(s)		
	Surname	Dene Secretarial Services Limited	
	Previous forename(s)		
	Previous surname(s)		
	Address	56 Dene Street	
<b>Usual residential address</b>			
For a corporation give the registered or principal office address.			
	Post town	Dorking	
	County/Region	Surrey	Postcode RH4 2DP
	Country		
I consent to act as secretary of the company named on page 1			
Consent Signature			Date 3/7/96

### Directors (See notes 1-5)

*Please list directors in alphabetical order.*

<b>NAME</b>	<b>*Style / Title</b>		<b>*Honours etc</b>	
	<b>Forename(s)</b>			
	<b>Surname</b>			
	<b>Previous forename(s)</b>			
	<b>Previous surname(s)</b>			
<b>Address</b>				
<b><i>Usual residential address</i></b>				
For a corporation give the registered or principal office address.	<b>Post town</b>			
	<b>County/Region</b>		<b>Postcode</b>	
	<b>Country</b>			
	<b>Day</b>	<b>Month</b>	<b>Year</b>	
<b>Date of birth</b>			<b>Nationality</b>	
<b>Business occupation</b>				
<b>Other Directorships</b>				
I consent to act as director of the company named on page 1				
<b>Consent Signature</b>		<b>Date</b>		

## Directors (continued) (See notes 1-5)

<b>NAME</b>	<b>*Style / Title</b>		<b>*Honours etc</b>							
	<b>Forename(s)</b>	Pamela								
<b>*Voluntary details</b>	<b>Surname</b>	.Marsh								
	<b>Previous forename(s)</b>									
	<b>Previous surname(s)</b>									
	<b>Address</b>	9 Paddock Grove								
<b>Usual residential address</b> For a corporation give the registered or principal office address.		Beare Green								
	<b>Post town</b>	Dorking								
	<b>County/Region</b>	Surrey	<b>Postcode</b>	RH5 4QL						
	<b>Country</b>									
	<b>Date of birth</b>	<table><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td>14</td><td>11</td><td>54</td></tr></table>	Day	Month	Year	14	11	54	<b>Nationality</b>	British
Day	Month	Year								
14	11	54								
	<b>Business occupation</b>	Computer manager								
	<b>Other Directorships</b>	See Attached List								
		I consent to act as director of the company named on page 1								
	<b>Consent Signature</b>		<b>Date</b>	3/7/96						

This section must be signed by

*Either*

an agent on behalf  
of all subscribers

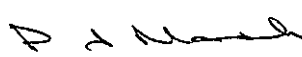
Signed

Date

*Or the subscribers*

*(i.e. those who signed  
as members on the  
memorandum of  
association).*

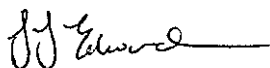
Signed



Date

3/7/96

Signed



Date

3/7/96

Signed

Date

Signed

Date

Signed

Date

Signed

Date

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**Cardigan Communications Limited****Company Number**

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**Other Directorships as at 3rd July 1996 for:****Pamela .Marsh**

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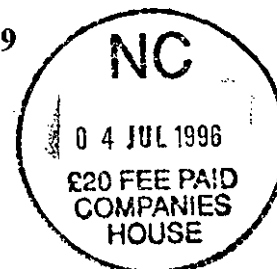
Asset Net Limited  
Astro Systems Limited (Resigned 08-06-1995)  
Buckingham Films Limited (Resigned 10-11-1994)  
Carlton Packaging Limited (Resigned 25-01-1995)  
Chartercom Limited  
Constant Connections Limited  
Constantly Connected Limited  
Creffields (Timber & Boards) Limited (Resigned 06-10-1992)  
Dene River Ltd (Resigned 22-05-1996)  
Emberhurst Limited (Resigned 15-09-1995)  
Finder Limited  
Global Phone Hire Ltd  
Global Phone Limited (Resigned 20-03-1996)  
Grimston New Scott Limited  
Grimston Scott Corporate Finance Ltd (Resigned 24-05-1996)  
Hamelin (Bombay) Ltd (Resigned 06-02-1995)  
Hamelin (International) Ltd (Resigned 06-02-1995)  
Harrison Oaks Limited (Resigned 17-10-1994)  
Home Memorial Services Ltd (Resigned 12-02-1996)  
Information Display Ltd (Resigned 10-04-1996)  
Insure Travel Limited (Resigned 30-11-1995)  
International Development Services Ltd  
Junction 15 (West) Limited (Resigned 26-06-1996)  
Junction 15 Limited (Resigned 26-06-1996)  
Lifetime Number Limited  
PAL (UK) Ltd (Resigned 01-12-1995)  
Professional Advisers Ltd  
Ravenhouse Group Ltd (Resigned 30-11-1995)  
River Arch Limited  
Rocket Graphics Ltd (Resigned 30-01-1996)  
South Taylor Limited (Resigned 27-01-1995)  
The London Dealing Rooms Ltd (Resigned 10-01-1996)  
The Packaging Factory Ltd  
Tugwell Springmaster Ltd (Resigned 10-01-1996)  
Zoemay Music Limited (Resigned 12-07-1995)

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1000



**The Companies Act 1985 and the Companies Act 1989  
Company Limited by Shares  
Memorandum of Association  
of Cardigan Communications Limited  
Company Number**



1. The name of the Company is Cardigan Communications Ltd.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:
  - A) to carry on business as a general commercial company;
  - B) to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, whether tangible or intangible and wheresoever situate, which the Company may think necessary or convenient for the purposes of its business and to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof to the advantage of the Company;
  - C) to build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid;
  - D) to borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be;
  - E) to apply for and take out, purchase or otherwise acquire any patents, licences and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licenses in respect of, or otherwise turn to account any rights or information so acquired;
  - F) to purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, bonds or securities of any other company or corporation carrying on business in any part of the world and to act as an investment company or holding company;
  - G) to issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon;

220604

- H) to invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient;
- I) to lend money or give credit on such terms as may be considered expedient and receive money on deposit or loan from and give guarantees or become security for any persons, firms or companies;
- J) to enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company;
- K) to acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company;
- L) to sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company formed or to be formed;
- M) to establish, promote, finance or otherwise assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company;
- N) to pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company;
- O) to accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company;
- P) to draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments;
- Q) to establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the directors, ex-directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent, or useful object of a public character;


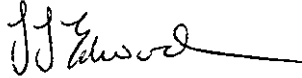


- R) to distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law;
- S) to do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise;
- T) to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.


It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

- 4. The liability of the members is limited.
- 5. The share capital of the Company is £100,000 divided into 100,000 shares of £1 each.

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

Names, Addresses and Description of Subscribers	Number of Shares Taken by Each Subscriber
Pamela Joan Marsh 9 Paddock Grove Beare Green Dorking Surrey RH5 4QL	1 
Susan Jane Edwards 56 Dene Street Dorking Surrey RH4 2DP	1 

Dated: 3/7/96

Witness to the above signatures: 

Name: Michael Worrall  
Address: 56 Dene Street  
Dorking  
Surrey RH4 2DP

Description: Chartered Accountant

**The Companies Act 1985 and the Companies Act 1989  
Company Limited by Shares  
Articles of Association of  
Cardigan Communications Limited**

Preliminary

1. Subject as hereinafter provided, the regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter called "Table A"), shall apply to the Company.
2. Regulations 8, 24, 64, 73-76 incl, 79, 80, 94, 95, 96 and 101 of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter contained, shall constitute the regulations of the Company. Unless the context otherwise requires words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force at the date of incorporation of the Company.

Shares

3. The Company is a private company limited by shares and, accordingly,
  - a) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company is prohibited, and
  - b) any allotment of, or agreement to allot (whether for cash or otherwise), any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public is prohibited.
4. The Directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit subject to the provisions of Article 3 hereof and provided that no shares shall be issued at a discount.
5. Section 89(1) of the Act shall not apply to the allotment by the Company of equity securities.

Lien

6. The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all monies presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

### Transfer and Transmission

7. Save in the circumstances set out in the next succeeding Article the Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share.
8. Subject as hereinafter provided
  - a) any share may be transferred to a person who is already a member of the Company.
  - b) any share may be transferred by a member of the Company to any child or remoter issue, parent, brother, sister, or spouse of that member, and any share of a deceased member may be transferred by his personal representatives to any child or remoter issue, parent brother, sister, widow, or widower of such deceased member and shares standing in the name of a deceased member or his personal representatives may be transferred to the trustees of his will; and
  - c) any share standing in the names of the trustees of the will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such will or settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

Provided always that nothing in this Article contained shall prevent the Directors from declining to register a transfer of a share i) on which the Company has a lien or ii) to any infant, bankrupt or person of unsound mind.

### General Meeting

9. Every notice convening a general meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the Company Secretary for the time being of the Company.

### Directors

10. Unless and until the Company in general meeting shall otherwise determine, the number of Directors shall be not less than one nor more than seven. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the directors. A Director shall not require any share qualification.
11. The first Director or Directors of the Company shall be the person or persons named as the first Director or Directors of the Company in the statement delivered under Section 10(2) of the Act.

### Proceedings of Directors

12. A Director may vote in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating the quorum present at any meeting at which any such contract or arrangement is considered.

#### Secretary

13. The first secretary of the Company shall be the person named as the first secretary of the Company in the statement delivered under Section 10(2) of the Act.

#### Common Seal

14. The Company shall not require any document to be sealed by a Common Seal and accordingly Article 101 shall not apply and Article 6 shall be modified such that Share Certificates shall not require to be impressed with the Common Seal. A document executed by a Director and Secretary or by two Directors and expressed to be executed by the Company shall be a valid execution of the document as if it were executed under Seal.

#### Indemnity

15. In addition to the indemnity contained in regulation 118 of Table A and subject to the provisions of Section 310 of the Act every Director, managing Director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

Names, Addresses and Descriptions of Subscribers

Pamela Joan Marsh  
9 Paddock Grove  
Beare Green  
Dorking  
Surrey

Computer Manager

*P J Marsh*

Susan Jane Edwards  
56 Dene Street  
Dorking  
Surrey  
RH4 2DP

Secretary

*S J Edwards*

Dated: 3/7/96

Witness to the above signatures:

*Michael Worrall*

Name: Michael Worrall

Address: 56 Dene Street  
Dorking  
Surrey  
RH4 2DP

Description: Chartered Accountant