

Company No 04997433

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

tandem Counselling Limited

Pursuant to the Articles of Association of the Company, we, the undersigned, being all the members of the above named Company entitled to receive notice of and to attend and vote at General Meetings of Company HEREBY AGREE AND CONFIRM that the following resolutions shall be as valid and effectual as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held and accordingly we HEREBY RESOLVE:

THAT the document attached to this resolution be approved and adopted as the new Memorandum and Articles of Association of the company to the exclusion of its existing Memorandum and Articles

L. B. P. L.

Dated 25th July 2007

THURSDAY



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COMPANIES HOUSE

THE COMPANIES ACT 1985 to 1989
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
Tandem Counselling Limited

1. The Company's name is "Tandem Counselling Limited".
- 2 The Company's registered office is to be situated in England and Wales
- 3 The Company's objects are
to carry on the business of a general commercial company

AND so that

The word "Company" in this Clause shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether incorporated, registered, resident or domiciled in the United Kingdom or elsewhere

- 4 The liability of the Members is limited to the issued shares
- 5 The Company's share capital is EUR 40000 divided into 40000 Ordinary Shares of EUR 1 each

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COMPANIES HOUSE

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We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum and to take the number of shares shown opposite our respective names

Names and addresses of subscribers, and number of shares taken

Name and Address

Guido Schwarz
Barbarweg 21
Stukenbrock
33758
GERMANY

Number of shares taken: 4

Name and Address

Edgar Regenhardt
Eckberg 21
Seulingen
37136
GERMANY

Number of shares taken. 4

Name and Address

First Business and Consulting Group Inc
1201 Orange Street, Suite 600
Wilmington
New Castle County
Delaware 19801
USA

Number of shares taken 2

Dated this 5th day of July 2007

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
Tandem Counselling Limited

PRELIMINARY

- 1 The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended by the Companies (Tables A to F) Regulations 1985 (SI 1985 No 1052) hereinafter referred to as "Table A") shall apply to the Company save insofar as they are varied or excluded by or are inconsistent with these Articles

PRIVATE COMPANY

- 2 The company is a private company

SHARES

- 3 The Company's share capital is EUR 40000 divided into 40000 Ordinary Shares of EUR 1 each

The Directors are, subject to S80 of the Companies Act 1985, generally authorised to exercise any power of the Company to allot, grant options over or otherwise dispose of shares in the capital of the Company for such consideration and upon such terms and conditions as the Directors may determine, unless revoked or varied by Ordinary Resolution of the Company in General Meeting

In Regulation 32 of Table A the words "ordinary resolution" shall be deemed to be replaced by the words "special resolution"

LIEN

- 4 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 for all moneys called or payable at a fixed time by a member or his estate to the Company whether he be the sole registered holder thereof or one of two or more joint holders. The Company's lien on a share shall extend to any expenses incurred by the Company in respect of such non-payment, and to interest on the amount unpaid from the day it became due and payable until it is paid

PRE EMPTION

- 5 A member wishing to dispose of all or any of his shares shall give notice to the Directors and such notice shall constitute the Company as agent of the transferor member. Unless the Company in General Meeting shall otherwise direct all such shares authorised pursuant to Regulation 5 of Table A shall be offered to the remaining members in proportion to their existing holding at the date of the offer and such offer is to be made in writing specifying the number of shares to which the member is entitled and limiting the period within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period those shares so deemed to be declined shall be offered in the aforesaid proportions to those members who have accepted all the shares offered to them. The Directors may, at their discretion allot, or otherwise dispose of any such shares not accepted pursuant to such offer or further offer as they think fit save that such disposal shall not be on terms more favourable to the subscribers than the terms on which they were offered to the members.

In accordance with S91(1) of the Companies Act 1985, S89(1) and S90(1) to S90(6) inclusive of the Act shall not apply to the Company

NOTICES OF MEETINGS

- 6 Every notice calling a General Meeting shall comply with the provisions of Section 372(3) of the Companies Act 1985 as to giving information to members in regard to their right to appoint proxies to attend and vote on their behalf and that such proxy need not be a member of the Company. Notices and other communications relating to any General Meeting which any member is entitled to receive shall be sent to the Directors and Auditors of the Company.

PROCEEDINGS AT GENERAL MEETINGS

- 7 All business at a General Meeting shall be deemed to be special business and shall be notified in the notice convening the meeting.

No business shall be transacted at any General Meeting unless a quorum of members is present at the time the meeting proceeds to business. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative for a corporation, shall be a quorum. If, and for so long as, the Company has only one member that member present in person or by proxy shall be a quorum.

If the Company has only one member and that member takes any decision which is required to be taken at a General Meeting or by a written resolution, that decision shall be as valid and effectual as if agreed by the Company in General Meeting save that this paragraph shall not apply to resolutions passed pursuant to S303 and S391 of the Companies Act 1985. Any decision taken by a sole member shall be recorded in writing and delivered by that member to the Company for entry in the Minute Book.

DIRECTORS

- 8 The directors of the Company are appointed and dismissed by an ordinary or written resolution of the General meeting

Regulation 64 of Table A shall not apply to the Company Unless and until otherwise determined by special resolution of the Company in General Meeting there shall be no maximum number of the Directors and the minimum number of directors shall be one A sole Director shall have authority to exercise all the powers and authorities vested in the Directors by Table A and these articles He represents the Company Otherwise all the powers and authorities shall be exercised by the board of directors The board of directors may appoint a managing director subject to Regulation 84 of Table A The board of directors may confer all the powers and authorities vested in the directors by Table A and these articles on the managing director Each director may be given permission to act on behalf of the company and in his own interest by an ordinary or written resolution of the General meeting Regulation 89 of Table A shall not apply to the Company

Not less than fourteen days' notice of meetings of the Directors shall be given to each of the Directors at their address in the European Union whether present in the European Union or not and Regulation 88 of Table A shall be deemed to be modified accordingly

A Director need not hold any shares of the Company to qualify him as a Director but he shall be entitled to receive notice of and attend and speak at all general meetings of the Company

The directors shall be obliged to transfer their shares in business to Guido Schwarz in case that they are no longer employed at the company

The shares shall be transferred at their nominal value, including that share that has been indicated in the balance sheet a reserve funds which corresponds to the respective share

The Directors may exercise all the powers of the Company to borrow money as to amount and upon such terms and in such manner as they think fit and, subject to S80 of the Companies Act 1985 to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital and to issue debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

The Company shall not be subject to S293 of the Companies Act 1985 and accordingly any person may be appointed a Director if he is recommended by the Directors or, not less than fourteen or more than thirty-five clear days before the date of a meeting, notice signed by a member qualified to vote at that meeting has been given to the Company of the intention to propose that person for appointment, together with a notice signed by that person of his willingness to be appointed

The Directors shall not be required to retire by rotation and Regulations 73 to 80 inclusive of Table A shall not apply to the Company

INDEMNITY

- 9 Pursuant to Regulation 118 of Table A but subject to S310 of the Companies Act 1985 every Director, Secretary or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities incurred by him in the execution of the duties of his office

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