

FILE COPY



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

Company No. 5277080

The Registrar of Companies for England and Wales hereby certifies that
TAYVIN 326 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 3rd November 2004



N05277080G



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

PEAPOD SOLUTIONS LTD.

12

Declaration on application for registration

Please complete in typescript,
or in bold black capitals.

CHFP004

Company Name in full

TAYVIN 326 LIMITED

I,

SIMON MOFFAT

of

70 WOODFIELD LANE, LOWER CAMBOURNE, CB3 6AH

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

S.P. Moffat

Declared at

22 HIGH STREET, HISTON, CAMBRIDGE CB4 9JD

On Day Month Year
2 7 1 0 2 0 0 4

** Please print name.

before me **

SALLY PAGE

Signed

Sally Page

Date

27/10/2004

[†] A Commissioner for Oaths, a 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.

TAYLOR VINTERS

Company Commercial Group
Merlin Place Milton Rd

CAMBRIDGE CB4 0DP Tel 01223 423444

DX number DX724560 DX exchange CAMBRIDGE 12



A02
COMPANIES HOUSE

0570
03/11/04

Form revised June 1998

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

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
Peapod Solutions Ltd.

PEAPOD SOLUTIONS LTD.

10

Please complete in typescript,
or in bold black capitals.

CHFP004

Notes on completion appear on final page

**First directors and secretary and intended situation of
registered office**

Company Name in full

TAYVIN 326 LIMITED

Proposed Registered Office

MERLIN PLACE

(PO Box numbers only, are not acceptable)

MILTON ROAD

Post town

CAMBRIDGE

County / Region

CAMBRIDGESHIRE

Postcode

CB4 0DP

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

☒

Agent's Name

TAYLOR VINTERS

Address

MERLIN PLACE

MILTON ROAD

Post town

CAMBRIDGE

County / Region

CAMBRIDGESHIRE

Postcode

CB4 0DP

Number of continuation sheets attached

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

TAYLOR VINTERS

COMPANY COMMERCIAL GROUP

MERLIN PLACE MILTON ROAD

CAMBRIDGE CB4 0DP

DX number DX 724560 DX exchange CAMBRIDGE

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

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

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

for companies registered in Scotland

DX 235 Edinburgh

Peapod Solutions Ltd.



A02
COMPANIES HOUSE

0571
03/11/04

Form April 2002

Company Secretary (see notes 1-5)

Company name

TAYVIN 326 LIMITED

NAME

*Style / Title

MR

*Honours etc

* Voluntary details

Forename(s)

JOHN RICHARD

Surname

SHORT

Previous forename(s)

Previous surname(s)

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

Address ††

THE COTTAGE, CHURCH LANE

LOLWORTH

Post town

CAMBRIDGE

County / Region

CAMBRIDGESHIRE

Postcode

CB3 8HE

Country

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

Consent signature

J R Short

Date

22/10/2004

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

MR

*Honours etc

* Voluntary details

Forename(s)

QUENTIN ROBERT

Surname

GOLDER

Previous forename(s)

Previous surname(s)

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

Address ††

17 BROAD LANE

HASLINGFIELD

Post town

CAMBRIDGE

County / Region

CAMBRIDGESHIRE

Postcode

CB3 7JF

Country

Day Month Year

Date of birth

1 | 5 | 1 | 0 | 1 | 9 | 6 | 3

Nationality

NEW ZEALAND

Business occupation

SOLICITOR

Other directorships

SEE ATTACHED LIST

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

Consent signature

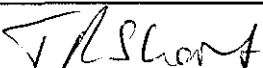
J R Short

Date

22/10/2004

Directors (continued) (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc	
	MR		
Forename(s)	JOHN RICHARD		
Surname	SHORT		
Previous forename(s)			
Previous surname(s)			
Address † <input type="checkbox"/>	THE COTTAGE, CHURCH LANE		
	LOLWORTH		
	Post town	CAMBRIDGE	
	County / Region	CAMBRIDGESHIRE	Postcode CB3 8HE
	Country		
Date of birth	Day	Month	Year
	2 8	1 2	1 9 4 9
Business occupation	SOLICITOR		
Other directorships	SEE ATTACHED LIST		
I consent to act as director of the company named on page 1			
Consent signature			Date 22/10/2004

This section must be signed by**Either****an agent on behalf
of all subscribers****Signed**

Taylor Walters

Date

25/10/04

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

Notes

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

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

Give previous forename(s) or surname(s) except that:

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

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

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

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

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

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

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

4. Other directorships:

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

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

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

JOHN RICHARD SHORT
DIRECTORSHIPS

<u>STOCK COMPANY NAME</u>	<u>COMPANY NO</u>	<u>NEW COMPANY NAME</u>	<u>DIRECTOR: JRS</u>	<u>RESIGNATION DATE</u>
TAYVIN 84 LIMITED	3387518	ECO ROUTE LIMITED	NO	12.06.98
TAYVIN 85 LIMITED	3387522	IPS CORPORATION LIMITED	YES	20.01.98
TAYVIN 86 LIMITED	3431546	MONKS PARTNERSHIP (HOLDINGS) LIMITED	YES	10.02.98
TAYVIN 87 LIMITED	3431416	C2 NET LIMITED	YES	15.05.98
TAYVIN 90 LIMITED	3431543	B&C MOTORS LIMITED	YES	10.12.97
TAYVIN 91 LIMITED	3460596		YES	14.01.98
TAYVIN 92 LIMITED	3460714	SYNBAPTICS (UK) LIMITED	YES	16.01.98
TAYVIN 93 LIMITED	3460613	ADC BIOSCIENTIFIC LIMITED	YES	07.01.98
TAYVIN 94 LIMITED	3460643	ITS PARTNERS LIMITED	YES	07.01.98
TAYVIN 95 LIMITED	3460767	RAYWOOD EUROPE LIMITED	YES	08.12.97
TAYVIN 96 LIMITED	3486247	AGROVA LIMITED	YES	26.05.98
TAYVIN 97 LIMITED	3486934	CAMBRIDGE MANUFACTURING INDUSTRY LINKS LIMITED	YES	21.05.98

TAYVIN 98 LIMITED	3486252	CAMBRIDGE MOLECULAR LIMITED	YES	23.01.01
TAYVIN 99 LIMITED	3486300	HERBERT GROUP LIMITED	YES	29.07.98
TAYVIN 100 LIMITED	3486243	CAMBRIDGE MANAGEMENT SOLUTIONS LIMITED	YES	10.03.98
TAYVIN 101 LIMITED	3508364	THE THERFIELD COMBINED FARMING COMPANY LIMITED	YES	30.07.98
TAYVIN 102 LIMITED	3511498	HERBERT TRUSTEES LIMITED	YES	29.07.98
TAYVIN 103 LIMITED	3509322	ABCAM LIMITED	YES	31.05.98
TAYVIN 104 LIMITED	3509314	TRATEC TECHNOLOGY UK LIMITED	YES	RESIGNED
TAYVIN 105 LIMITED	3508352	BIOWISDOM LIMITED	YES	26.05.99
TAYVIN 106 LIMITED		MAC NORTON BOAT WORKS LIMITED	YES	27.10.98
TAYVIN 107 LIMITED	3536017	ECO NOMICAL SOLUTIONS LIMITED	YES	21.07.98
TAYVIN 108 LIMITED	3536611	CAMBRIDGE COMMERCIAL MEDIATION SERVICES LIMITED	YES	RESIGNED
TAYVIN 109 LIMITED	3536411	REMTEC RECRUITMENT SERVICES LIMITED	YES	18.02.99
TAYVIN 110 LIMITED	3548940	ART IDEAL LIMITED	YES	21.06.98
TAYVIN 111 LIMITED	3549221	CYBER ACCESSORIES LIMITED	YES	26.05.98
TAYVIN 112 LIMITED	3548926	LORDGATE HOLDINGS LIMITED	YES	15.01.99

TAYVIN 113 LIMITED	3548872	TOM SMITH GROUP LIMITED	YES	18.6.98
TAYVIN 114 LIMITED		NEWSVENTURER LIMITED	YES	21.06.99
TAYVIN 115 LIMITED	3548932	KEMTRON LIMITED	YES	08.10.98
TAYVIN 116 LIMITED	3587946	CHORD BUSINESS PARK MANAGEMENT LIMITED	YES	02.12.98
TAYVIN 117 LIMITED	3587952	TWI ESTATES LIMITED	YES	14.8.98
TAYVIN 118 LIMITED	3587795	TOM SMITH & COMPANY LIMITED	YES	18.6.98
TAYVIN 119 LIMITED	3587450	TOM SMITH CRACKERS LIMITED	YES	18.6.98
TAYVIN 120 LIMITED	3587788	TOM SMITH CHRISTMAS CRACKERS LIMITED	YES	18.6.98
TAYVIN 121 LIMITED	3623702	WB BAWN GROUP LIMITED	YES	15.2.99
TAYVIN 122 LIMITED	3623712	AURORA COMPUTER SERVICES LIMITED	YES	30.10.98
TAYVIN 123 LIMITED	3623656	PEPPER PROPERTIES LIMITED	YES	13.10.99
TAYVIN 124 LIMITED	3624059	BRAX GENOMICS	YES	25.9.98
TAYVIN 125 LIMITED	3623696	PEPPER KITCHENS LIMITED	YES	14.10.99
LIALINE LIMITED	3599586		YES	04.09.98
MERTELL LIMITED	3600284	CAMBRIDGE ACADEMY LIMITED	YES	04.09.98
TAYVIN 126 LIMITED	3656398	DESTANIE ENTERPRISES LIMITED	YES	06.11.98

TAYVIN 127 LIMITED	3656391		SUBLIME INVESTMENTS LIMITED	YES	23.12.98
TAYVIN 128 LIMITED	3656789		INOVATECH UK LIMITED	YES	25.11.98
TAYVIN 129 LIMITED	3656792		IDEM HOLDINGS LIMITED	YES	16.12.98
TAYVIN 130 LIMITED	3656794		TAP ESOP MANAGEMENT LIMITED	YES	
CAMGENE LIMITED	3419058			YES	31.12.97
TAYVIN 131 LIMITED	3675296		CORSEHILL CONSULTANTS LIMITED	YES	RESIGNED
TAYVIN 132 LIMITED	3675302		WEYRAD-BBH LIMITED	YES	RESIGNED
TAYVIN 133 LIMITED	3675630			YES	02.03.99
TAYVIN 134 LIMITED	3675524		VOIP LIMITED	YES	16.05.99
TAYVIN 135 LIMITED	3675290		FRENCH HAY OF CRAU LIMITED	YES	24.02.99
TAYVIN 136 LIMITED	3675280		MICHELL INTERNATIONAL LIMITED	YES	RESIGNED
TAYVIN 137 LIMITED	3675267		EAST ANGLIAN MEDIATION SERVICES LIMITED	YES	
TAYVIN 138 LIMITED	3675508			YES	31.03.99
TAYVIN 139 LIMITED	3675633		SIMOCO CELLULAR LIMITED	YES	10.03.99
TAYVIN 140 LIMITED	3675617			YES	RESIGNED
TAYVIN 141 LIMITED	3736010		JOHN GAUNT PUMP SUPPLIES LIMITED	YES	01.04.99

TAYVIN 142 LIMITED	3736205	REACH FOR A PINT LIMITED	YES	13.05.99
TAYVIN 143 LIMITED	3736999	HAYHILL FARMING COMPANY LIMITED	YES	12.04.99
TAYVIN 144 LIMITED	3736740	CAMBRIDGE ONLINE TEACHING AND SUPPORT LIMITED	YES	20.05.99
TAYVIN 145 LIMITED	3736508	RPI ADVISORS LIMITED	YES	08.04.99
TAYVIN 146 LIMITED	3747334	SCALAMANDRE EU LIMITED	YES	22.05.99
TAYVIN 147 LIMITED	3747343	DOVEHOUSE 6 LIMITED	YES	15.05.99
TAYVIN 148 LIMITED	3747075	DOCUMENTS & ANALYSIS PUBLISHING LIMITED	YES	17.05.99
TAYVIN 149 LIMITED	3746739	ISS INTEGRATED SECURITY SOLUTIONS (UK) LIMITED	YES	20.05.99
TAYVIN 150 LIMITED	3746720		YES	28.10.99
TAYVIN 151 LIMITED	3746729	PERSONAL INJURY MEDIATION SERVICES LIMITED	YES	
TAYVIN 152 LIMITED	3748509	VISIONJET LIMITED	YES	08.12.99
TAYVIN 153 LIMITED	3746709	TALLY-HO TRAILERS LIMITED	YES	18.6.99
TAYVIN 154 LIMITED	3747325	CITL HOLDINGS LIMITED	YES	17.6.99
TAYVIN 155 LIMITED	3747081	ED DEVELOPMENTS LIMITED	YES	23.6.99
TAYVIN 156 LIMITED	3794351	GOOD OL' BOY MUSIC LIMITED	YES	26.07.00

TAYVIN 157 LIMITED	3794357	ALISON AYRES LIMITED	YES	13.08.99
TAYVIN 158 LIMITED	3794353		YES	
TAYVIN 159 LIMITED	3794649		YES	05.10.99
TAYVIN 160 LIMITED	3795332	ADHERENT SYSTEMS LIMITED	YES	22.09.99
TAYVIN 161 LIMITED	3795341	COMPETITIVE PHARMACEUTICAL TRAINING LIMITED	YES	12.10.1999
TAYVIN 162 LIMITED	3795083	ICENICA LIMITED	YES	29.09.1999
TAYVIN 163 LIMITED	3794984	VIRTUAL BUSINESS NETWORK LIMITED	YES	28.10.1999
TAYVIN 164 LIMITED	3795415	CATALOGUE MEDIA EUROPE LIMITED	YES	18.09.2000
TAYVIN 165 LIMITED	3795408	EUROGAMER LIMITED	YES	18.09.2000
TAYVIN 166 LIMITED	3861303	EARLYEARS LIMITED	YES	05.11.1999
TAYVIN 167 LIMITED	3861571	EAST COASTS LIMITED	YES	30.11.2000
TAYVIN 168 LIMITED	3861581	EAST COASTS DISTRIBUTION LIMITED	YES	10.11.2000
TAYVIN 169 LIMITED	3861590	EAST COASTS BUSINESS MACHINES LIMITED	YES	30.11.2000
TAYVIN 170 LIMITED	3861598	OBJECTSECURITY LIMITED	YES	25.07.2000
TAYVIN 171 LIMITED	3880026	ALZHEIMER'S RESEARCH TRADING LIMITED	YES	
TAYVIN 172 LIMITED	3880007	BIROBOTICS GROUP LIMITED	YES	20.12.1999

TAYVIN 173 LIMITED	3880011	EUROPEAN GOLF BRANDS LIMITED	YES	24.02.2000
TAYVIN 174 LIMITED	3879576	INTERNET BEST SOLUTION LIMITED	YES	RESIGNED
TAYVIN 175 LIMITED	3879840	CAMBRIDGE BROADBAND LIMITED	YES	26.01.2000
TAYVIN 176 LIMITED	3893301	THE LABSALES COMPANY LIMITED	YES	21.02.2000
TAYVIN 177 LIMITED	3893285	HAWKINS & ASSOCIATES LIMITED	YES	14.02.2000
TAYVIN 178 LIMITED	3893275	HIGHLAND HOMES CAMBRIDGE LIMITED	YES	RESIGNED
TAYVIN 179 LIMITED	3893270	MARKET MAKER INTERNATIONAL LIMITED	YES	05.04.2000
TAYVIN 180 LIMITED	3893143	MELBOURN SCIENCE PARK	YES	04.07.2000
TAYVIN 181 LIMITED	3897947	GT CHAMELEON CONCEPTS LIMITED	YES	24.03.2000
TAYVIN 182 LIMITED	3897541	ADHERENT LIMITED	YES	11.04.2000
TAYVIN 183 LIMITED	3897539	CHAMELEON INTERNATIONAL COMMUNICATIONS LIMITED	YES	03.04.2000
TAYVIN 184 LIMITED	3897561	CADAMUS CATALYSIS LIMITED	YES	RESIGNED
TAYVIN 185 LIMITED	3897553	ANALYSYS CONSULTING LIMITED	YES	15.05.2000
TAYVIN 186 LIMITED	3877996	ANALYSYS RESEARCH LIMITED	YES	15.05.2000
TAYVIN 187 LIMITED	3976726	ANALYSYS VENTURES LIMITED	YES	15.05.2000
TAYVIN 188 LIMITED	3977981		YES	RESIGNED

TAYVIN 189 LIMITED	3977991		VECTASTAR LIMITED		YES	12.07.2000
TAYVIN 190 LIMITED	3978094		ENGLISH ARCHITECTURAL GLAZING LIMITED		YES	06.06.2000
TAYVIN 191 LIMITED	3998944		TECHNICAL INVESTMENT SERVICES LIMITED		YES	20.06.2000
TAYVIN 192 LIMITED	3998940		GENTECH INVESTMENT MANAGEMENT LIMITED		YES	29.08.2000
TAYVIN 193 LIMITED	3998875		CHAMELEON NCF LIMITED		YES	08.06.2000
TAYVIN 194 LIMITED	3998869		GR8S LIMITED		YES	15.06.2000
TAYVIN 195 LIMITED	3998854		SPORTING GR8S LIMITED		YES	15.06.2000
TAYVIN 196 LIMITED	4019835		LEGEND LIMITED		YES	26.06.2000
TAYVIN 197 LIMITED	4020085		MUSIC GR8S LIMITED		YES	26.06.2000
TAYVIN 198 LIMITED	4020069		BRIXWORTH FARMING COMPANY		YES	18.07.2000
TAYVIN 199 LIMITED	4020074		CAMBRIDGE ANALYTICAL MICROSCOPY LIMITED		YES	29.06.2000
TAYVIN 200 LIMITED	4020081		CAMBRIDGE CONTROL LIMITED		YES	01.08.2000
TAYVIN 201 LIMITED	4026429		PAXT LIMITED		YES	09.10.2000
TAYVIN 202 LIMITED	4026422		MARY'S LIMITED		YES	08.08.2000
TAYVIN 203 LIMITED	4026459		VITRESYN LIMITED		YES	08.08.2000
TAYVIN 204 LIMITED	4026469		VIVID MEDICAL LIMITED		YES	15.08.2000

TAYVIN 205 LIMITED	4026476	BARRIKADE LIMITED	YES	08.08.2000
TAYVIN 206 LIMITED	4026448	SIGE SEMICONDUCTOR (EUROPE) LIMITED	YES	23.08.2000
TAYVIN 207 LIMITED	4026442	THE TALKING NETWORK LIMITED	YES	29.09.2000
TAYVIN 208 LIMITED	4026465	BIOATLAS LIMITED	YES	15.08.2000
TAYVIN 209 LIMITED	4026414	ARTISAN CHILTERN LIMITED	YES	26.01.2001
TAYVIN 210 LIMITED	4026384	O2 GROUP LIMITED	YES	18.09.2000
TAYVIN 211 LIMITED	4054676	DE HASKE LIMITED	YES	20.09.2000
TAYVIN 212 LIMITED	4054633	PARAMOUR LIMITED	YES	24.10.2000
TAYVIN 213 LIMITED	4072264	LUMENIA TECHNOLOGY LIMITED	YES	RESIGNED
TAYVIN 214 LIMITED	4054923	M-SPATIAL	YES	15.05.2001
TAYVIN 215 LIMITED	4055078	ASPIDE LIMITED	YES	06.12.2000
TAYVIN 216 LIMITED	4076726	BETABET.COM LIMITED	YES	RESIGNED
TAYVIN 217 LIMITED	4076731	MILLIMAN LIMITED	YES	01.12.2000
TAYVIN 218 LIMITED	4076806		YES	18.12.2000
TAYVIN 219 LIMITED	4076534	CAMBRIDGE INFORMATION TECHNOLOGY	YES	12.06.2001
TAYVIN 220 LIMITED	4076715	VOCALIS SERVICES LIMITED	YES	14.11.2000
TAYVIN 221 LIMITED	4121567	ACETT-DETEKTIVE-DEUTSCHLAND LIMITED	YES	20.02.2001
TAYVIN 222 LIMITED	4121480	BRYNTOWY TRUSTEES LIMITED	YES	28.12.2000

TAYVIN 223 LIMITED	4121846	CQOS LIMITED	YES	04.01.2001
TAYVIN 224 LIMITED	4121564	GEODE LIMITED	YES	04.01.2001
TAYVIN 225 LIMITED	4121765	TELESCOPIX LIMITED	YES	27.04.2001
TAYVIN 226 LIMITED	4136467	ANGLIAN BAKERY & CATERING SUPPLIES LIMITED	YES	21.09.2001
TAYVIN 227 LIMITED	4136335	WILDLIFE ENVIRONMENTAL LIMITED	YES	22.02.2001
TAYVIN 228 LIMITED	4136338	COSTESSEY DEVELOPMENTS LIMITED	YES	27.11.2001
TAYVIN 229 LIMITED	4136336	PERSHORE FARMING LIMITED	YES	12.10.2001
TAYVIN 230 LIMITED	4136523	MAY GURNEY COSTESSEY LIMITED	YES	12.10.2001
TAYVIN 231 LIMITED	4136312	ELYVATE LIMITED	YES	20.2001
TAYVIN 232 LIMITED		H&Q FARMING LIMITED	YES	12.10.2001
TAYVIN 233 LIMITED		LIQUID DROP LIMITED	YES	12.03.2001
TAYVIN 234 LIMITED	4136419		YES	RESIGNED
TAYVIN 235 LIMITED		ADVANCED IMAGING PRODUCTS LIMITED	YES	02.07.2001
TAYVIN 236 LIMITED	4241492	MALTON FARMING COMPANY LIMITED	YES	12.10.2001
TAYVIN 237 LIMITED	4241551		YES	RESIGNED
TAYVIN 238 LIMITED	4241488		YES	RESIGNED

TAYVIN 239 LIMITED	4241561			YES	RESIGNED
TAYVIN 240 LIMITED	4241553			YES	RESIGNED
TAYVIN 241 LIMITED	4296286		LEDA INVESTMENTS LIMITED	YES	19.10.2001
TAYVIN 242 LIMITED	4296288		PHARMION HOLDINGS LIMITED	YES	06.11.2001
TAYVIN 243 LIMITED	4296290			YES	RESIGNED
TAYVIN 244 LIMITED	4296292		CAMEL FINANCIAL SERVICES LIMITED	YES	08.11.2001
TAYVIN 245 LIMITED	4296278			YES	RESIGNED
TAYVIN 246 LIMITED	4315838		STANDEN ENGINEERING LIMITED	YES	19.12.2001
TAYVIN 247 LIMITED	4316309		PELS MANAGEMENT LIMITED	YES	RESIGNED
TAYVIN 248 LIMITED	4316333			YES	RESIGNED
TAYVIN 249 LIMITED	4315824			YES	07.01.2002
TAYVIN 250 LIMITED	4316315		UK BROADBAND LIMITED	YES	07.01.2002
TAYVIN 251 LIMITED	4315986			YES	RESIGNED
TAYVIN 252 LIMITED	4315713		THE FAIRWELLS CONSULTANCY LIMITED	YES	30.01.2002
TAYVIN 253 LIMITED	4315622			YES	RESIGNED
TAYVIN 254 LIMITED	4315821			YES	RESIGNED
TAYVIN 255 LIMITED	4315642		INDIVIDUAL PUBS LIMITED	YES	06.02.2002
TAYVIN 256 LIMITED	4363906			YES	RESIGNED
TAYVIN 257 LIMITED	4363344			YES	RESIGNED

TAYVIN 258 LIMITED	4364079			YES	RESIGNED
TAYVIN 259 LIMITED	4364245			YES	RESIGNED
TAYVIN 260 LIMITED	4363240			YES	RESIGNED
TAYVIN 261 LIMITED	4375623			YES	22.07.2002
TAYVIN 262 LIMITED	4375592		SMARTBEAD TECHNOLOGIES EMPLOYEES TRUSTEES LIMITED	YES	15.03.2004
TAYVIN 263 LIMITED	4375585		SME MANAGEMENT SOLUTIONS LIMITED	YES	19.04.2002
TAYVIN 264 LIMITED	4375614		CLARE HALL MANAGEMENT CO LIMITED	YES	RESIGNED
TAYVIN 265 LIMITED	4375588		LUMILEDS LIGHTING LTD	YES	22.04.2002
TAYVIN 266 LIMITED	4375595		INSECT R&D LIMITED	YES	29.04.2002
TAYVIN 267 LIMITED	4375673			YES	RESIGNED
TAYVIN 268 LIMITED	4375682		WEATHERBY'S BANK (NOMINEES) LIMITED	YES	14.05.2002
TAYVIN 269 LIMITED	4375685		NOT THIS LIMITED	YES	16.05.2002
TAYVIN 270 LIMITED	4375636		HAMIL ROAD SOFTWARE LIMITED	YES	13.05.2002
ANALYSYS CONSULTING LIMITED	3897553			YES	05.05.2000
GT CHAMELEON CONCEPTS LIMITED	3897947			YES	21.03.2000
ANALYSYS RESEARCH LIMITED	3977996			YES	15.05.2000
BRIXWORTH FARMING COMPANY LIMITED	4020069			YES	05.07.2000

ACCETT DETEKTIVE DEUTSCHLAND LIMITED	4121567			YES		30.01.2001
MILLIMAN LIMITED	4076731			YES		24.11.2000
H&Q FARMING LIMITED	4136241			YES		RESIGNED
LIQUID DROP LIMITED	4136527			YES		12.03.2001
TAYVIN 271	4409085		EGIDE UK LIMITED	YES		15.05.2002
TAYVIN 272	4409081		EDGE TELECOMMS CONSULTANTS LIMITED	YES		08.05.2002
TAYVIN 273	4408461			YES		RESIGNED
TAYVIN 274	4409081			YES		21.06.2002
TAYVIN 275	4408461		OPTIMA EVENTS – EXHIBITIONS LIMITED	YES		21.06.2002
TAYVIN 276	4409078		OPTIMA PUBLISHING LIMITED	YES		21.06.2002
TAYVIN 277	4408711		OPTIMA EVENTS – BEST PRACTICE LIMITED	YES		21.06.2002
TAYVIN 278	4408760		WEATHERBYS TRADING LTD	YES		26.09.2002
TAYVIN 279	4408467		PROTECH PROFFESIONAL TECHNOLOGY HOLDINGS LTD	YES		29.08.2002
TAYVIN 280	4409208		PROTECH EMPLOYEES TRUSTEES LIMITED	YES		29.08.2002
TAYVIN 281	4455816			YES		04.10.2002

TAYVIN 282	4455801	MURCHISON CONSULTANCY LIMITED	YES	13.11.2002
TAYVIN 283	4456545		YES	08.10.2002
TAYVIN 284	4455782	ORIENTROSE (REGENTSPARK) LIMITED	YES	30.10.2002
TAYVIN 285	4455812		YES	05.11.2002
TAYVIN 286	4501454		YES	25.11.2002
TAYVIN 287	4501446	REALTIME HOLDINGS LIMITED	YES	19.12.2002
TAYVIN 288	4501456	HBH (FARMING) LIMITED	YES	RESIGNED
TAYVIN 289	4501329	UTM IP LIMITED	YES	13.02.2002
TAYVIN 290	4501324	MRM DATA LIMITED	YES	23.07.2002
TAYVIN 291	4501311	ICG RECONSTRUCTION LTD	YES	05.03.2003
TAYVIN 292	4501316	TOMPSETT HOLDINGS LTD	YES	05.03.2003
TAYVIN 293	4501942	TOMPSETT PROPERTIES LTD	YES	05.03.2003
TAYVIN 294	4501938	VIRIDIAN CONCEPTS LIMITED	YES	10.10.2003
TAYVIN 295	4501438	WEATHERBYS GSB LIMITED	YES	28.01.2003
TAYVIN 296	4668059	LUTON HOO FARMING COMPANY LIMITED	YES	24.03.2003

TAYVIN 297	4668071	QUAILS ON TOAST LIMITED	YES	01.05.2003
TAYVIN 298	4667197	QOE (INTERNATIONAL) LTD	YES	03.07.03
TAYVIN 299	4667194	RADNOR COURTSVETERINARY PRACTICE LTD	YES	01.07.03
TAYVIN 300	4667190	INTERGENCE SYSTEMS LTD	YES	RESIGNED
TAYVIN 301	4667187	INTERGENCE SYSYEMS LTD	YES	18.07.03
TAYVIN 302	4667593	MOLLROSE CONTRACTS LTD	YES	11.08.2003
TAYVIN 303	4668090	MILLIMAN ECONTINENT	YES	RESIGNED
TAYVIN 304	4668072	J H WILLIAMSON LTD	YES	RESIGNED
TAYVIN 305	4668078	MILLIMAN HOLDINGS LTD	YES	RESIGNED
TAYVIN 306	4895939		YES	RESIGNED
TAYVIN 307	4895742	IP MEDICAL LTD	YES	25.02.2004
TAYVIN 308	4896607	TWI TECHNOLOGY CENTRE (WALES) LTD	YES	RESIGNED
TAYVIN 309	4897864	CLS DIAGNOSTICS LTD	YES	RESIGNED
TAYVIN 310	4897108	CLARK AND BUTCHER PROPERTY LTD	YES	RESIGNED
TAYVIN 311	4904508	LOUD AND CLEAR LTD	YES	RESIGNED

TAYVIN 312	4905471	MACEMAIN HOLDINGS LTD	YES	RESIGNED
TAYVIN 313	4906063	MILTON CONTACT LTD	YES	19.03.2004
TAYVIN 314	4905644	OIS LTD	YES	18.02.2004
TAYVIN 315	4904495		YES	16.03.2004
TAYVIN 316	5076201		YES	RESIGNED
TAYVIN 317	5076313	LOGIC HOLDINGS LTD	YES	22.03.2004
TAYVIN 318	5077151		YES	RESIGNED
TAYVIN 319	5076365		YES	RESIGNED
TAYVIN 320	5076091		YES	RESIGNED
TAYVIN 321	5076394		YES	RESIGNED
TAYVIN 322	5076374		YES	RESIGNED
TAYVIN 323	5076848		YES	11.10.2004
TAYVIN 324	5076854		YES	RESIGNED
TAYVIN 325	5076304		YES	RESIGNED
TAYOR VINTERS LIMITED	02154246		YES	RESIGNED

ALZHEIMER'S RESEARCH TRUST	03681291		YES	
-------------------------------	----------	--	-----	--

QUENTIN ROBERT GOLDER
DIRECTORSHIPS

STOCK COMPANY NAME	COMPANY NO	NEW COMPANY NAME	DIRECTOR: QRG	RESIGNATION DATE
TAYVIN 214 LIMITED	4054923	M-SPATIAL LIMITED	YES	15.05.2001
	4311384	CENTRAL ELECTRICAL MAINTENANCE SERVICES LIMITED	YES	16.10.2001
TAYVIN 226 LIMITED	4136467	ANGLIAN BAKERY & CATERING SUPPLIERS LTD	YES	03.07.2001
TAYVIN 227 LIMITED	4136335	WILDLIFE ENVIRONMENTAL LIMITED	YES	22.02.2001
TAYVIN 228 LIMITED	4136338	COSTESSEY DEVELOPMENTS LIMITED	YES	22.11.2001
TAYVIN 229 LIMITED	4136336	PERSHORE FARMING LIMITED	YES	22.06.2001
TAYVIN 230 LIMITED	4136523	MAY GURNEY COSTESSEY LIMITED	YES	22.11.2001
TAYVIN 231 LIMITED	4136312	ELYVATE LIMITED	YES	20.02.2001
TAYVIN 232 LIMITED	4136241	H&Q FARMING LIMITED	YES	18.06.2001
TAYVIN 233 LIMITED	4136527	LIQUID DROP LIMITED	YES	12.03.2001
TAYVIN 234 LIMITED	4136419		YES	RESIGNED
TAYVIN 235 LIMITED	4136310	ADVANCED IMAGING PROCESS LIMITED	YES	12.03.2001
TAYVIN 236 LIMITED	4241492	MALTON FARMING CO LIMITED	YES	05.07.2001
TAYVIN 237 LIMITED	4241551	MARCH CFC LIMITED	YES	27.07.2001
TAYVIN 238 LIMITED	4241488	THRIPOW STORES LIMITED	YES	RESIGNED
TAYVIN 239 LIMITED	4241561	LIGHT BLUE CONSULTING LIMITED	YES	15.10.2001
TAYVIN 240 LIMITED	4241553	ANDERSONS-EAST LIMITED	YES	RESIGNED
TAYVIN 241 LIMITED	4296286	LEDA INVESTMENTS LIMITED	YES	19.10.2001

TAYVIN 242 LIMITED	4296288	PHARMION HOLDINGS LIMITED	YES	06.11.2001
TAYVIN 243 LIMITED	4296290	NICELY CRAFTED ENTERTAINMENT LIMITED	YES	18.12.2001
TAYVIN 244 LIMITED	4296292	CAMEL FINANCIAL SERVICES LIMITED	YES	08.11.2001
TAYVIN 245 LIMITED	4296278	NESPANONA LIMITED	YES	09.11.2001
TAYVIN 246 LIMITED	4315838	STANDEN ENGINEERING LIMITED	YES	19.12.2001
TAYVIN 247 LIMITED	4316309	4M GLOBE MANAGEMENT LIMITED	YES	29.11.2001
TAYVIN 248 LIMITED	4316333	GENZYME THERAPEUTICS LIMITED	YES	RESIGNED
TAYVIN 249 LIMITED	4315824	EPL ACCESS LIMITED	YES	07.01.2002
TAYVIN 250 LIMITED	4316315	UK BROADBAND LIMITED	YES	07.01.2002
TAYVIN 251 LIMITED	4315986	DAVID HUDSON POTATO SERVICES LIMITED	YES	21.03.2002
TAYVIN 252 LIMITED	4315713	THE FAIRWELLS CONSULTANCY LIMITED	YES	30.01.2002
TAYVIN 253 LIMITED	4315622	BLUE BOX FOOD COMPANY LIMITED	YES	RESIGNED
TAYVIN 254 LIMITED	4315821	COUNTRY FURNITURE BARNS LIMITED	YES	04.02.2002
TAYVIN 255 LIMITED	4315642	INDIVIDUAL PUBS LIMITED	YES	06.02.2002
TAYVIN 256 LIMITED	4363906	LOGIC ROOFING & CLADDING LIMITED	YES	11.02.2002
TAYVIN 257 LIMITED	4363344	GRANSDEN CFC LIMITED	YES	11.02.2002
TAYVIN 258 LIMITED	4364079	THE LIBRARY HOUSE LIMITED	YES	19.03.2002
TAYVIN 259 LIMITED	4364245		YES	RESIGNED
TAYVIN 260 LIMITED	4363240	MARTINDALE HOLDINGS LTD	YES	12.04.2002
TAYVIN 261 LIMITED	4375623		YES	22.07.2002

TAYVIN 262 LIMITED	4375592	SMARTBEAD TECHNOLOGIES EMPLOYEES TRUSTEES LIMITED	YES	27.02.2002
TAYVIN 263 LIMITED	4375585	SME MANAGEMENT SOLUTIONS LIMITED	YES	19.04.2002
TAYVIN 264 LIMITED	4375614	CLARE HALL MANAGEMENT CO LIMITED	YES	RESIGNED
TAYVIN 265 LIMITED	4375588	LUMILEDS LIGHTING LTD	YES	22.04.2002
TAYVIN 266 LIMITED	4375595	INSECT R&D LIMITED	YES	29.04.2002
TAYVIN 267 LIMITED	4375673		YES	RESIGNED
TAYVIN 268 LIMITED	4375682	WEATHERBY'S BANK (NOMINEES) LIMITED	YES	14.05.2002
TAYVIN 269 LIMITED	4375685	NOT THIS LIMITED	YES	16.05.2002
TAYVIN 270 LIMITED	4375636	HAMILL ROAD SOFTWARE LIMITED	YES	13.05.2002
TAYVIN 271 LIMITED	4409200	EGIDE UK LIMITED	YES	15.05.2002
TAYVIN 272 LIMITED	4409072	EDGE TELECOMMS CONSULTANTS LIMITED	YES	08.05.2002
TAYVIN 273 LIMITED	4409085		YES	RESIGNED
TAYVIN 274 LIMITED	4409081		YES	21.06.2002
TAYVIN 275 LIMITED	4408461	OPTIMA EVENTS - EXHIBITIONS LIMITED	YES	21.06.2002
TAYVIN 276 LIMITED	4409078	OPTIMA PUBLISHING LIMITED	YES	21.06.2002
TAYVIN 277 LIMITED	4408711	OPTIMA EVENTS - BEST PRACTICE LIMITED	YES	21.06.2002
TAYVIN 278 LIMITED	4408760	WEATHERBYS TRADING LTD	YES	26.09.2002
TAYVIN 279 LIMITED	4408467	PROTECH PROFESSIONAL TECHNOLOGY	YES	29.08.2002
TAYVIN 280 LIMITED	4409208	PROTECH EMPLOYEES TRUSTEE LIMITED	YES	29.08.2002
TAYVIN 281 LIMITED	4455816		YES	04.10.2002

TAYVIN 282 LIMITED	4455801	MURCHISON CONSULTANCY LIMITED	YES	13.11.2002
TAYVIN 283 LIMITED	4456545		YES	RESIGNED
TAYVIN 284 LIMITED	4455782	ORIENTROSE (REGENTS PARK) LIMITED	YES	30.10.2002
TAYVIN 285 LIMITED	4455812		YES	05.11.02
TAYVIN 286	4501454		YES	25.11.02
TAYVIN 287	4501446	REALTIME HOLDINGS LIMITED	YES	19.12.2002
TAYVIN 288	4501456	HBH(FARMING) LIMITED	YES	RESIGNED
TAYVIN 289	4501329	UTM IP LIMITED	YES	13.02.2003
TAYVIN 290	4501324	MRM DATA LIMITED	YES	23.07.2003
TAYVIN 291	4501311	ICG RECONSTRUCTION LTD	YES	05.03.2003
TAYVIN 292	4501316	TOMPSETT HOLDINGS LTD	YES	05.03.2003
TAYVIN 293	4501942	TOMPSETT PROPERTIES LTD	YES	05.03.2003
TAYVIN 294	4501938	VIRDIAN CONCEPTS LIMITED	YES	10.03.2003
TAYVIN 295	4501438	WEATHERBYS GSB LIMITED	YES	28.01.2003
TAYVIN 296	4668059	LUTON HOO FARMING COMPANY LIMITED	YES	RESIGNED
TAYVIN 297	4668071	QUAILS ON TOAST	YES	01.05.2003

TAYVIN 298	4667197	QOE (INTERNATIONAL) LTD	YES	03.07.2003
TAYVIN 299	4667194	RADNOR COURTS VETERINARY PRACTICE LTD	YES	18.07.2003
TAYVIN 300	4667190	TAYVIN 300 LTD	YES	RESIGNED
TAYVIN 301	4667187	INTERGENCE SYSTEMS LTD	YES	RESIGNED
TAYVIN 302	4667593	MOLLROSE CONTRACTS LTD	YES	11.08.2003
TAYVIN 303	4668090	MILLIMAN ECONTINENT	YES	RESIGNED
TAYVIN 304	4668072	J H WILLIAMSON LTD	YES	RESIGNED
TAYVIN 305	4668078	MILLIMAN HOLDINGS LTD	YES	RESIGNED
TAYVIN 306	4895939		YES	RESIGNED
TAYVIN 307	4895742	IP MEDICAL LTD	YES	25.02.2004
TAYVIN 308	4896607	TWI TECHNOLOGY CENTRE (WALES) LTD	YES	RESIGNED
TAYVIN 309	4897864	CLS DIAGNOSTICS LTD	YES	RESIGNED
TAYVIN 310	4897108	CLARK AND BUTCHER PROPERTY LTD	YES	RESIGNED
TAYVIN 311	4904508	LOUD AND CLEAR LTD	YES	RESIGNED

TAYVIN 312	4905471	MACEMAIN HOLDINGS LTD	YES	RESIGNED
TAYVIN 313	4906063	MILTON CONTACT LTD	YES	19.03.2004
TAYVIN 314	4905644	OIS LTD	YES	18.02.2004
TAYVIN 315	4904495		YES	16.03.2004
TAYVIN 316	5076201		YES	RESIGNED
TAYVIN 317	5076313	LOGIC HOLDINGS LTD	YES	22.03.2004
TAYVIN 318	5077151		YES	RESIGNED
TAYVIN 319	5076365		YES	RESIGNED
TAYVIN 320	5076091		YES	RESIGNED
TAYVIN 321	5076394		YES	RESIGNED
TAYVIN 322	5076374		YES	RESIGNED
TAYVIN 323	5076848		YES	RESIGNED
TAYVIN 324	5076854		YES	RESIGNED
TAYVIN 325	5076304		YES	RESIGNED

Company No: []

THE COMPANIES ACT 1985

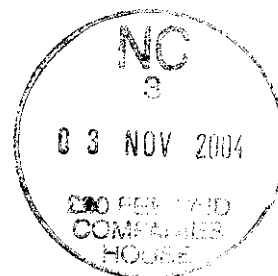
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
TAYVIN 326 LIMITED



- 1 The name of the Company is Tayvin 326 Limited
- 2 The registered office of the Company will be situated in England.
- 3 The objects for which the Company is established are:-

- (A) To carry on business as a General Commercial Company.
- (B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or ancillary to the general business of the Company.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest any lands, buildings, easements, rights, privileges, concessions, trade marks, 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 or any branch or department thereof.
- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or



convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (H) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security 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, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (I) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without

prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

- (J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish, support and maintain or concur in establishing and maintaining, or to subscribe to any charitable funds or institutions, trusts, funds, or schemes (whether contributory or non-contributory) the support of which may, in the opinion of the Directors, be calculated directly or indirectly to provide pensions or other benefits for any such persons as aforesaid, their dependents or connections and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.
- (K) To establish and support whether by way of covenant or by ad hoc payments or to aid in the establishment and support of any schools or any educational, scientific, literary, religious or charitable institution whether or not the same be connected in any way with any other activity of the Company.
- (L) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (M) To invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (N) To pay for any property or rights acquired by the Company, either in

cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed 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.

- (O) 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 of any company or corporation, with or without deferred or preferred or guaranteed or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, 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.
- (P) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (Q) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (R) To purchase or otherwise acquire and undertake all or any part of the

business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is deemed likely to benefit this Company or to advance its interests or which is 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 amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding-up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (U) To distribute among the members in specie any property of the Company, or any proceeds of sale or dispose of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (V) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either by or through agents, trustees, sub-contractors or otherwise.
- (W) To do all such other things as are incidental or conducive to the above objects or any of them.

- (X) To the extent that the same is permitted by law, to give financial assistance for the purpose of the acquisition of shares in the Company and to give such assistance by any means howsoever permitted by law.

The objects set forth in any of the preceding sub-clauses shall not, except where the context otherwise expressly so requires, be in any manner or degree limited or restricted by reference to or inference from the terms of any other sub-clause or the name of the Company. None of such sub-clauses or the objects therein specified or the names thereby conferred shall be deemed merely subsidiary or ancillary to the objects mentioned in the first sub-clause of this clause but the Company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause.

- 4 The liability of the members is limited.
- 5 The Share Capital of the Company is £100.00 divided into 100 Ordinary shares of £1.00 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

I the person whose name and address and description are subscribed overleaf, am desirous of being formed into a Company, in pursuance of this Memorandum of Association, and I agree to take the number of shares in the capital of the Company set opposite my name.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER

	No of Shares
JOHN RICHARD SHORT	1
Merlin Place	
Milton Road	
Cambridge	
CB4 0DP	
Solicitor	



DATED the 25th day of October 2004

Witness to the above signature: 

SIMON MOFFAT
Merlin Place
Milton Road
Cambridge
CB4 0DP
Solicitor

Company No: []

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
TAYVIN 326 LIMITED

Taylor Vinters
Merlin Place
Milton Road
CAMBRIDGE
CB4 0DP

Tel: 01223 423444
Fax: 01223 425446

E-Mail:

Our Ref:

DocNumber

1 TABLE A

1.1 The Regulations contained in Table A in Regulations made by the Secretary of State S.I. 1985 No. 805 and S.I. 1985 No 1052 (hereinafter called "**Table A**") shall apply to the Company save insofar as they are excluded or varied hereby. References in these Articles to numbered Regulations shall, unless the context otherwise requires, be deemed to be references to Regulations in Table A. The Regulations of Table A numbered 3, 24, 40, 64, 73, 74, 75, 76, 77, 80, 89, 90, 94, 111, 112 and 115 shall not apply to the Company and in lieu thereof and in addition to the remaining Regulations in Table A, the following shall be the Articles of the Company.

1.2 "**The Act**" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

2 SHARES

2.1 The Directors are unconditionally authorised for the purposes of section 80 of the Act at any time or times during the period of five years from the date of incorporation of the Company to allot or otherwise dispose of shares up to the amount of the original share capital of the Company at the date of incorporation of the Company to such persons, on such terms and conditions, and either at a premium or at par and at such times as the Directors think fit, and with full power to give to any person the call of any share at a premium or at par during such times and for such consideration as the Directors think fit, and to grant to any person subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any shares an option to require the Company to allot to him or his nominees any further shares in the Company at not less than par. In accordance with section 91(1) of the Act sections 89(1) and 90(1) to 90(6) inclusive shall be excluded from applying to the Company.

2.2 Subject to the provisions of Chapter VII of Part V of the Act the Company may:-

2.2.1 issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder;

2.2.2 purchase its own shares (including any redeemable shares);

2.2.3 make a payment in respect of the redemption or purchase, under sections 159 and 160 or (as the case may be) section 162 of the Act and the relevant power contained in Regulations 3.1 or 3.2, of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares to the extent permitted by sections 170 to 175 inclusive of the Act.

2.3 If at any time the share capital is divided into different classes of shares, the rights attached to any class may, whether or not the Company has been wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with a sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of that class.

2.4 The following words shall be deleted from the sixth line of Regulation 6: "**shall be sealed with the seal**" and the following words shall be substituted for them: "**shall be signed by two Directors or one Director and the Company Secretary**".

- 2.5 The lien conferred by Regulation 8 shall extend to fully paid shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders.

3 TRANSFER AND TRANSMISSION OF SHARES

- 3.1 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.

4 PROCEEDINGS AT GENERAL MEETINGS

- 4.1 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. For all purposes the quorum shall be two members present in person or by proxy and entitled to vote, unless there is only one member of the Company in which case the quorum shall be one.
- 4.2 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or on the declaration of the result of a show of hands a poll is demanded by any member present in person or by proxy.

5 DIRECTORS

- 5.1 Until otherwise determined by ordinary resolution the number of Directors (excluding alternate Directors) shall not be subject to any maximum but shall be at least one.
- 5.2 The last two sentences of Regulation 79 shall not apply.
- 5.3 A Member or Members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors, either as an addition to the existing Directors or to fill any vacancy, and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf, and shall take effect upon lodgement at the registered office of the Company.
- 5.4 Any Director who, by request, performs special services which are outside the scope of the ordinary duties of a Director or goes or resides abroad for any purpose of the Company shall (unless otherwise expressly resolved by the Company in General Meeting) receive such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine, which shall be charged as part of the Company's ordinary working expenses.

6 BORROWING POWERS

- 6.1 There shall be no limit on the amount for the time being remaining undischarged of moneys borrowed or secured by the Directors.

7 POWERS AND PROCEEDINGS OF DIRECTORS

- 7.1 A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his

interest in the manner required by Section 317 of the Act. A Director may vote in respect of any such contract or proposed contract and if he does so vote his vote shall be counted and he shall be capable of being counted towards the quorum at any meeting of the Directors at which any such contract or proposed contract shall come before the Board for consideration.

- 7.2 A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.
- 7.3 Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director or his firm to act as auditor to the Company.
- 7.4 No Director of the Company shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy or any other age, and any person proposed to be appointed a Director of the Company shall be capable of being appointed as a Director of the Company, notwithstanding that at the time of such appointment he has attained the age of seventy. No special notice need be given of any resolution for the appointment or approving the appointment as a Director of a person who shall have attained the age of seventy years, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be appointed as a Director.
- 7.5 The quorum necessary for the transaction of business of the Directors may be fixed by the Directors and until so fixed shall be two, except when one Director only is in office, in which case the quorum shall be one. The Directors may transact business by conference telephone or video connections. A Director or Directors communicating by telephonic means shall be deemed present and count in the quorum where such Director or Directors can speak and be heard by each other Director involved. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. When one Director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the Company as are by these Articles conferred on the Board of Directors.

8 DISQUALIFICATION OF DIRECTORS

- 8.1 Regulation 81(e) shall not apply to the Company.

9 DIVIDENDS

- 9.1 No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of those parts of Part VIII of the Act which apply to the Company.

10 INDEMNITY

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

11 NOTICES

- 11.1 Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the directors) shall be in writing or shall be given using electronic communications to an address for the time being notified to the person giving the notice. In this article, "**address**", in relation to electronic communications, includes any number or address used for the purposes of such communications.
- 11.2 The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Company by the member. In the case of joint holders for shares, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to the joint holders. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company. In this article and the next, "**address**", in relation to electronic communications, includes any number or address used for the purposes of such communications.
- 11.3 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that the notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice containing an electronic communication, at the expiration of 48 hours after the time it was sent.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER

Name & Address:

No. of Shares

John Richard Short

1

Merlin Place

Milton Road

CAMBRIDGE

CB4 0DP

J.R. Short

Signature of Witness:

S.F. Moffat

Witness Name & Address:

Simon Moffat

Merlin Place

Milton Road

CAMBRIDGE

CB4 0DP

Occupation:

Solicitor

DATED: 25th October 2004