



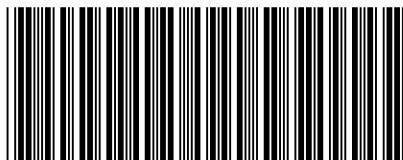
CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 6395079

The Registrar of Companies for England and Wales hereby certifies that
GEMSTONE TRAINING 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 October 2007



NO 6395079V



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



Companies House

— for the record —

Electronic statement of compliance
with requirements on application
for registration of a company
pursuant to section 12(3A) of the
Companies Act 1985

Company number

6395079

Company name

GEMSTONE TRAINING LIMITED

I,

STEPHEN SCOTT

of

52 MUCKLOW HILL
HALESOWEN
WEST MIDLANDS
B62 8BL

a

person named as a secretary of the company in the
statement delivered to the registrar of companies
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section
12(3A) of the Companies Act 1985

Statement:

I hereby state 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.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies
electronically and authenticated in accordance with the registrar's
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to
criminal prosecution



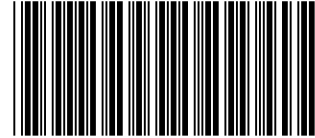
Companies House

— for the record —

10(ef)

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

Received for filing in Electronic Format on the: **10/10/2007**



XSFASSTON

*Company Name
in full:* **GEMSTONE TRAINING LIMITED**

*Proposed Registered
Office:* **52 MUCKLOW HILL
HALESOWEN
WEST MIDLANDS
ENGLAND
B62 8BL**

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **SMALLWOOD COMPANY SERVICES
LIMITED SMALLWOOD COMPANY
SERVICES LIMITED**

Agent's Address: **52 MUCKLOW HILL
HALESOWEN
WEST MIDLANDS
B62 8BL**

Company Secretary

Name **STEPHEN SCOTT**

Address: **52 MUCKLOW HILL
HALESOWEN
WEST MIDLANDS
B62 8BL**

Consented to Act: **Y** *Date authorised* **10/10/2007** *Authenticated:* **Y**

Director 1:

Name **JACQUELINE SCOTT**

Address: **52 MUCKLOW HILL
HALESOWEN
WEST MIDLANDS**

Nationality: **B62 8BL
BRITISH**

Business occupation: **DIRECTOR**

Date of birth: **01/04/1951**

Consented to Act: **Y** *Date authorised* **10/10/2007** *Authenticated:* **Y**

Authorisation

Authoriser Designation: **AGENT** *Date Authorised:* **10/10/2007** *Authenticated:* **Yes**

**The Companies Acts 1985-1989
Company Limited by Shares**

**MEMORANDUM OF ASSOCIATION
OF
GEMSTONE TRAINING LIMITED**

- 1 The company's name is GEMSTONE TRAINING LIMITED
- 2 The company's registered office is to be situated in England and Wales
- 3 The company's objects are:-
 - (A) To carry on the business as a general commercial company
 - (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 in connection with or as ancillary to any of the above businesses or the general business of the company
 - (C) To purchase take on lease or in exchange hire or otherwise acquire and hold for any estate or interest any lands 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 purpose 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 purpose of or in connection with the company's business and for the purposes of or in connection with 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 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 such rights powers and privileges 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 assurances
 - (G) To make advances to customers and others with or without security and upon such terms as the company may approve and to guarantee the liabilities obligations and contracts of any other person firm or company whether a customer of the company or otherwise and the dividends interest and capital of the shares stocks or securities of any company of or in which this company is a member or is otherwise interested
 - (H) To receive money or deposit or loan upon such terms as the company may approve and generally to act as bankers for customers and others

- (I) To grant pensions allowances gratuities and bonuses to officers or ex officers employees or ex employees of the company or of any body corporate which is or has been a subsidiary of the company or a predecessor in business of the company or of any such subsidiary or to the dependants or any member of the family of such persons and to contribute to any fund and pay premiums for the purchase or provision of any such benefit and to establish and support or to aid in the establishment and support of any school and any educational scientific literary religious or charitable institutions or trade societies whether such institutions or societies to 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 or benefit fund or profit sharing scheme calculated to advance the interests of the company or of the officers of or persons employed by the company or any subsidiary
- (J) To draw make accept endorse negotiate discount and execute promissory notes bills of exchange and other negotiable instruments
- (K) To invest and deal with the moneys of the company not immediately required for the purpose of the business of the company in or upon such investments and in such manner as may from time to time be determined
- (L) 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 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
- (M) 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 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 required
- (N) To amalgamate with or enter into any partnership or arrangement of 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 this company or which is capable of being carried on so as directly or indirectly to benefit this company and acquire and hold sell deal with or dispose of any shares stock or securities of or other interests in any such company and to guarantee the contracts or liabilities of subsidise or otherwise assist any such company
- (O) To purchase or otherwise acquire take over and undertake all or any part of the business property 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 calculated to benefit this company or to advance its interests or possessed of property suitable for the purposes of the company
- (P) 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
- (Q) 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 but so that no distribution amounting to a reduction of capital be made except with sanction if any for the time being required by law
- (R) 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 subcontractors or otherwise
- (S) To do all such other things as are incidental or conducive to the above objects or any of them

And it is hereby declared that:-

- (A) The word company in this clause except where used in reference to this company shall be deemed to include any partnership or other body of persons whether corporate or incorporate and whether incorporated registered resident or domiciled in the United Kingdom or elsewhere and
- (B) The objects of the company specified in each of the foregoing paragraphs of this clause shall be distinct and separate objects of the company and shall be no way limited by reference to any other paragraph hereof or to the order in which the same occur but shall be constructed in as wide a sense as possible as if each of the said paragraphs defined the objects of a separate and distinct company

4. The liability of the members is limited

5. The company's share capital is £1000 divided into 1000 ordinary shares of £1

I the subscriber to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum and I agree to take the number of shares shown opposite my name

Stephen Scott
52 Mucklow Hill
Halesowen
West Midlands
B62 8BL

one ordinary share

Dated this 10th October 2007

**The Companies Acts 1985-1989
Company Limited by Shares**

ARTICLES OF ASSOCIATION

OF

GEMSTONE TRAINING LIMITED

1. Subject as hereinafter provided the regulations contained or incorporated in Table A in the companies (Table A to F) regulations 1985 (hereinafter referred to as Table A) shall apply to the company
2. Regulations 8,64,76,77 and 113 of Table A shall not apply to the company
3. The company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the company nor shall the company allot or agree 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
4. At the date of the adoption of these articles the capital of the company is £1000 divided into 1000 ordinary shares of £1
5. (A) The directors may subject to article 6 hereof allot grant options over or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the companies act 1985) of the company to such persons and generally on such terms and conditions as the directors think proper (5B) The general authority conferred by (5A) of this article shall be conditional upon due compliance with article 6 hereof and shall extend to the amount of the authorised share capital of the company upon its incorporation. The said authority will expire five years from the date of incorporation unless renewed varied or revoked by the company in general meeting in accordance with section 80 or section 80a of the act (5C) The directors shall be entitled under general authority conferred by (5A) of this article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the company to be allotted after the expiry of such authority
6. (A) Subject to any direction to the contrary that may be given by the company in general meeting all shares authorised pursuant to article 5 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered the directors may subject to these articles allot or otherwise dispose of the same to such persons and upon such terms as they may think beneficial to the company. The directors may in like manner dispose of any such shares as aforesaid 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 opinion of the directors be conveniently offered in manner hereinbefore provided. (B) By virtue of section 91(1) of the companies act 1985 sections 89(1) and 90(1) to 90(6) inclusive of that act shall not apply to the company
7. The company shall have first and paramount lien on every share (whether or not it is a fully paid share) 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 (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate of the company 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

8. The directors may in their absolute discretion and without assigning any reason thereof decline to register any transfer of any share whether or not it is a fully paid share. The first sentence of regulation 24 of table A shall not apply to the company
9. In accordance with section 372(3) of the companies act 1985 in every notice calling 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 vote instead of him and that proxy need not be a member of the company. Regulation 38 of table A shall be modified accordingly and the second sentence of regulation 59 of table A shall not apply to the company
10. In regulation 41 of table A there shall be added at the end "if at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved"
11. Unless and until the company in general meeting shall otherwise determine there shall be no maximum number of directors and the minimum number of directors shall be one. If and so long as there is a sole director he may exercise all the powers and authorities vested in the directors by these articles and by table A and regulation 89 of table a shall be modified accordingly. The first directors of the company shall be named in the statement delivered to the registrar of companies pursuant to section 10 of the companies act 1985
12. The company shall not be subject to section 293 of the companies act 1985 and accordingly any person may be appointed or elected as a director whatever his age and no director shall be required to vacate his office of director by reason of his attaining or having attained the age of seventy years or any other age
13. No person other than a director retiring by rotation shall be elected a director at any general meeting unless (a) he is recommended by the directors or (b) not less than fourteen nor more than thirty five clear days before the date of the meeting a notice in writing signed by a member qualified to vote at the meeting has been given to the company of the intention to propose that person for election together with a notice in writing signed by that person of his willingness to be elected
14. A director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice and to attend at all general meetings of the company and at all separate general meetings of the holders of any class of shares in the capital of the company

Name and address of subscriber

Stephen Scott
52 Mucklow Hill
Halesowen
West Midlands
B62 8BL

Dated this 10th October 2007