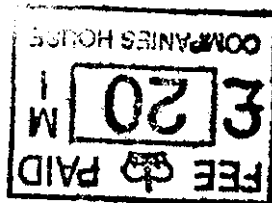


Brock Hale #dov

f20  
112880



CHWP001



BR1

This form should be completed in black.

**Return delivered for registration of a branch of an overseas company**

(Pursuant to Schedule 21A, paragraph 1 of the Companies Act 1985)

(See note 5) Corporate name  
(name in parent state)

Business name  
(if different to corporate name)

**Country of Incorporation**

Identity of register  
(if applicable)

Legal form  
(See note 3)

For office  
use only

CN

FC23774

BN

BR 6483

IMPROV SYSTEMS (U.K.), INC.

Not Applicable

USA

Delaware

and registration no. Not Applicable

Corporation limited by shares

<sup>1</sup> See note 2

**PART A - COMPANY DETAILS**

<sup>1</sup>

\* State whether the company is  
a credit or financial institution

\* Is the company subject to Section 699A of the Companies Act 1985?

YES ☐

NO ☒

(1) These boxes need not be completed by companies formed in EC member states

**Governing law**  
(See note 4)

Delaware General Corporation Law

**Accounting  
requirements**

Period for which the company is required to prepare accounts by  
parent law. From Not Applicable to

Period allowed for the preparation and public disclosure of accounts  
for the above period months



A24  
COMPANIES HOUSE

0697  
09/03/02

(2) This box need NOT be completed by companies from EC member states, OR where the constitutional documents of the company already show this information.

Address of principal place of business in home country

100 Cummings Center, Suite 343G, Beverly, MA 01915, USA

Objects of company

To engage in any lawful act or activity

Issued share capital

\$1

Currency US\$

**Company Secretary(ies)**

(See note 10)

Name

\* Style / Title Mr

Forenames Todd

Surname Goffman

\* Honours etc.

Previous Forenames

Previous surname

Address

100 AUTUMN LANE

Post town Tewksbury

County / Region MA 01876

Postcode Country USA

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

\* Voluntary details

**Company Secretary(ies)**

(See note 10)

Name

\* Style / Title Mr

Forenames Cary

Surname USSERY

\* Honours etc.

Previous Forenames

Previous surname

Address

27 Elm Street

Post town Hamilton

County / Region MA 01982

Postcode Country USA

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

(You may photocopy this page if required)

**Directors**

(See note 10)

**Name**\* Style / Title MrForenames CarySurname USSERY

\* Honours etc. \_\_\_\_\_

Previous Forenames \_\_\_\_\_

Previous surname \_\_\_\_\_

27 Elm StreetPost town HamiltonCounty / Region MA 01982Postcode \_\_\_\_\_ Country USA

Day		Month		Year	
2	3	0	2	1	9
6	3				

Nationality USBusiness Occupation President and CEOOther Directorships Improv Systems, Inc., Improv Systems (Japan),  
Inc., Improv Systems (Holdings), Inc.**SCOPE OF AUTHORITY**

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

These powers :-

# ☒ May be exercised alone

OR

# ☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

(You may photocopy this page as required)

## Directors

(See note 10)

### Name

\* Voluntary details

### Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

### SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

(You may photocopy this page as required)

\* Style / Title \_\_\_\_\_

Forenames \_\_\_\_\_

Surname \_\_\_\_\_

\* Honours etc. \_\_\_\_\_

Previous Forenames \_\_\_\_\_

Previous surname \_\_\_\_\_

Post town \_\_\_\_\_

County / Region \_\_\_\_\_

Postcode \_\_\_\_\_

Country \_\_\_\_\_

Date of Birth

Day	Month	Year

Nationality \_\_\_\_\_

Business Occupation \_\_\_\_\_

Other Directorships \_\_\_\_\_

The extent of the authority to represent the company is:- (give details)

These powers :-

# ☐ May be exercised alone

OR

# ☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

## Constitution of company

(See notes 6 to 9)

# Mark box(es)  
as applicable

(See note 9)

#	<input checked="checked" type="checkbox"/> A certified copy of the instrument constituting or defining the constitution of the company
	AND
	<input type="checkbox"/> * A certified translation
	* is / are delivered for registration

\* Delete as applicable

AND/OR

A certified copy of the constitutional documents and latest accounts of the company, together with a certified translation of them if they are not in the English language, must accompany this form.

#	<input type="checkbox"/> A copy of the latest accounts of the company
	AND
	<input type="checkbox"/> * A certified translation
	NOT APPLICABLE - NEWLY INCORPORATED COMPANY
	* is / are delivered for registration

AND/OR

The company may rely on constitutional and accounting documents previously filed in respect of another branch registered in the United Kingdom.

#	<input type="checkbox"/> The Constitutional documents ( * and certified translations)
	AND / OR
	<input type="checkbox"/> The latest accounts ( * and certified translations)
	of the company were previously delivered on the registration of the branch of the company at :-
	Cardiff <input type="checkbox"/> Edinburgh <input type="checkbox"/> Belfast <input type="checkbox"/>
	Registration no. <input type="text"/>

AND/OR

The company may rely on particulars about the company previously filed in respect of another branch in that part of Great Britain, provided that any alterations have been notified to the Registrar.

<input type="checkbox"/>	the particulars about the company were previously delivered in respect of a branch of the company registered at THIS registry.
	Registration no. <input type="text"/>

AND/OR

The company may also rely on constitutional documents and particulars about the company officers previously filed in respect of a former Place of Business of that company, provided that any alterations have been notified to the Registrar.

NOTE :- In all cases, the registration number of the branch or place of business relied upon must be given.

<input type="checkbox"/>	The Constitutional documents ( * and certified translation)
	AND / OR
<input type="checkbox"/>	Particulars of the current directors and secretary(s)
	were previously delivered in respect of a place of business of the company registered at THIS registry.
	Registration no. <input type="text"/>

## PART B - BRANCH DETAILS

### Persons authorised to represent the company or accept service of process

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch.

Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf.

\* Delete as appropriate

#### SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

\* Style / Title \_\_\_\_\_

Forenames \_\_\_\_\_

Surname BHD Service Agents Limited

Address Alder Castle, 10 Noble Street

Post town London

County / Region \_\_\_\_\_ Postcode EC2V 7QJ

Is # ☒ Authorised to accept service of process on the company's behalf  
AND/OR

Is # ☐ Authorised to represent the company in relation to that business  
The extent of the authority to represent the company is :- (give details)

These powers :-

# ☐ May be exercised alone

OR

# ☐ Must be exercised with

(Give name(s) of co-authorised person(s))

**Persons authorised to represent the company or accept service of process**

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch.

Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf.

\* Delete as appropriate

**SCOPE OF AUTHORITY**

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

(You may photocopy this page as required)

\* Style / Title Mr

Forenames Cary

Surname USSERY

Address 27 Elm Street

Post town Hamilton

County / Region MA 01982 Postcode

Is # ☐ Authorised to accept service of process on the company's behalf

\* AND/OR

Is # ☒ Authorised to represent the company in relation to that business

The extent of the authority to represent the company is :- (give details)

Full Authority

These powers :-

# ☒ May be exercised alone

OR

# ☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

**Address of branch**

(See note 11)

Address STABLEYARDS, PINKHURST LANE,  
SLINFOLD  
Post town Horsham  
County / Region West Sussex Postcode RH13 7QR

**Branch Details**

(See note 12)

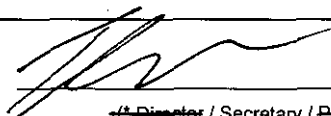
Day Month Year  
Date branch opened 

2	1	0	1	2	0	0	2
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Business carried on at branch Sales support

**SIGNATURE**

Signed

~~(\* Director / Secretary / Permanent representative)~~Date February 28, 2002This form contains ..... 0 ..... continuation sheets.

To whom should Companies House  
direct any enquiries about the  
information on this form?

Name Giles Hawkins  
Address Brobeck Hale and Dorr  
Alder Castle, 10 Noble Street, London  
Postcode EC2N 7QJ  
Telephone 020 7645 2400 Extension 2558

When completed, this form together with any enclosures should be delivered to the Registrar of Companies at

For branches established in England and Wales

For branches established in Scotland

**Companies House**  
**Crown Way**  
**Cardiff**  
**CF14 3UZ**

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



## NOTES

Read these notes carefully before completing the form.

### 1. Registration requirement

Every overseas company setting up a place of business in Great Britain must register with the appropriate registry of the jurisdiction in which the place of business is situated. (For further guidance please refer to the Companies House notes on "Overseas Companies").

If a "Place of Business" is being established then FORM 691 must be used; if a branch is being registered then THIS FORM must be used.

A company must register all of its branches.

The requirement to register applies to any limited company which is incorporated outside the United Kingdom and which establishes a branch in Great Britain. Northern Ireland companies, being within the UK, are not required to register any branches in Great Britain. They are, however, required to register as having a place of business by submitting form 691 when they set up business in Great Britain.

### 2. Completion of form BR1

If this is the first registration of a branch of an overseas company in the UK, ALL the relevant details of the form must be completed. If a previous branch of the company has already been registered in the UK, and has not closed, registration of the second and any subsequent branches need not complete Part A (Company details) (provided any alterations to those details have been updated), but must complete Part B (Branch details).

The forms should be delivered to the relevant Registrar with supporting documents within 1 month of having opened the branch.

### 3. "Legal Form"

The details of the company's legal form must be disclosed. This includes whether the company is a private or public company, whether it is limited, and, if so, the manner of limitation.

### 4. "Governing Law"

A company which is not incorporated in an EC member state must state the law under which it is incorporated. This means the relevant rules or legislation which regulate the incorporation of companies in that state; e.g. "Companies Act of (state) 20xx"

### 5. Names

An overseas company wishing to register its corporate name is subject to the same regulations as British companies. Accordingly, any name which an overseas company wishes to use may be unacceptable or only permissible with the approval of the Secretary of State. A company which is served notice to this effect may then complete form 694(4)(a) giving another name, approved by the Secretary of State, under which it proposes to carrying on business in Great Britain.

### 6. Delivery of documents in respect of more than one branch.

If the constitutional documents and last accounts of the company have been delivered in respect of another branch in the UK, prior to registration of this branch, the company may rely on these deliveries rather than delivering another set of documents. The company must mark the appropriate boxes, stating the branch in respect of which those documents have already been delivered, the branch number, and the place at which they were registered.

If the company particulars have been delivered in respect of another branch of the company in THE SAME PART of Great Britain prior to registration of this branch (and any alterations have been updated), the company may rely on this delivery, rather than re-disclosing the particulars on this form.

### 7. Delivery of documents where previous place of business has been registered.

Where the constitutional documents, and the particulars of the directors and secretary(ies) have been delivered in respect of a former place of business in THE SAME PART of Great Britain (and changes to those documents or particulars have been updates), the company may rely on those deliveries rather than re-delivering the documents or re-disclosing those particulars in respect of the branch.

### 8. Certification of constitutional documents.

A copy of the document(s) constituting or defining the company must be certified in the place of incorporation to be a true copy by:

- (a) an official of the Government in whose custody the original is committed; or
- (b) a notary public; or
- (c) an officer of the company on oath taken before
  - (i) a person having authority in that place to administer an oath; or
  - (ii) any of the British officials mentioned in section 6 of the Comissioners for Oaths Act 1889.

### 9. Translations.

If the constitutional documents of the company or the latest accounts and reports are not written in the English language, they must be accompanied by a certified translation. This must be done in the following manner:

- (a) If the translation is made in the United Kingdom, by:
  - (i) a notary public in any part of the United Kingdom;
  - (ii) a solicitor (if the translation was made in Scotland, a solicitor of the Supreme Court of Judicature of England and Wales (if it was made in England or Wales), or a solicitor of the Supreme Court of Judicature of Northern Ireland (if it was made in Northern Ireland); or
  - (iii) a person certified by a person mentioned above to be known to him to be competent to translate the document into English; or

Notes (continued)

- (b) if the translation was made outside the United Kingdom, by:
- (i) a notary public;
  - (ii) a person authorised in the place where the translation was made to administer an oath;
  - (iii) any of the British officials mentioned in section 6 of the Commissioners for Oaths Act 1889;
  - (iv) a person certified by a person mentioned above known to him to be competent to translate the document into English.

**10. Directors and secretary's details.**

"Directors" includes any person who occupies the position of director regardless of what name he is called.

For an individual, show the full names, NOT INITIALS, together with any previous names. However, previous names need not be given in the case of:

- a married woman, the names by which she was known prior to marriage;
- any former name which has been changed or disused since the age of 18, OR for at least 20 years.
- a peer, or an individual normally known by a title, you may state that title instead of the name by which that person was known before adopting the title.

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

**Addresses.**

Give the usual residential address.

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

**11. Branch address.**

Give the address of the principal place of business of the branch. For branches registering in England and Wales, this address must be in England or Wales. For branches registering in Scotland, this address must be in Scotland.

**12. Business and Date of commencement.**

State the date on which the branch was opened and give brief details of the business of the branch.

**13. Photocopies.**

If there is insufficient space on the form for details about directors, secretaries or permanent representatives, you may photocopy the appropriate pages.

**14. Completion of form.**

The completed form should be signed by an officer or permanent representative of the company and delivered to the appropriate Registrar, together with any supporting documents within one month of the branch being established.

**15. Delivery of winding-up, Insolvency etc. particulars.**

If, at any time prior to the registration in Great Britain of the first branch of an overseas company, the company has become subject to winding-up, insolvency or similar proceedings, and remains subject to those proceedings, the company must deliver FORM 703P(1), 703P(3), 703Q(1) (as appropriate). For further details on these forms please see the Companies House Notes for Guidance on Oversea Companies.

# Delaware

PAGE 1

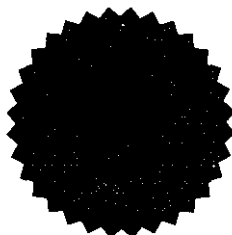
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "IMPROV SYSTEMS (U.K.), INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FOURTH DAY OF JANUARY, A.D. 2002, AT 10:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3483920 8100H

AUTHENTICATION: 1624772

020114751

DATE: 02-21-02

**CERTIFICATE OF INCORPORATION**  
**OF**  
**IMPROV SYSTEMS (U.K.), INC.**

\* \* \* \* \*

**FIRST.** The name of the corporation is Improv Systems (U.K.), Inc. (the "Corporation").

**SECOND.** The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

**THIRD.** The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**FOURTH.** The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 500 shares, consisting of 500 shares of Common Stock with a par value of \$.01 per share (the "Common Stock").

1. **Voting Rights.** Except as otherwise required by law or this Certificate of Incorporation, each holder of Common Stock shall have one vote in respect of each share of stock held by him of record on the books of the Corporation for the election of directors and on all matters submitted to a vote of stockholders of the Corporation.

2. **Dividends.** The holders of shares of Common Stock shall be entitled to receive, when and if declared by the Board of Directors, out of the assets of the Corporation which are by law available therefor, dividends payable either in cash, in property or in shares of capital stock.

3. **Dissolution, Liquidation or Winding Up.** In the event of any dissolution, liquidation or winding up of the affairs of the Corporation, holders of Common

- 2 -

Stock shall be entitled, unless otherwise provided by law or this Certificate of Incorporation, to receive all of the remaining assets of the Corporation of whatever kind available for distribution to stockholders ratably in proportion to the number of shares of Common Stock held by them respectively.

**FIFTH.** The Corporation is to have perpetual existence.

**SIXTH.** In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware:

A. The Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the By-Laws of the Corporation.

B. Elections of directors need not be by written ballot unless the By-Laws of the Corporation shall so provide.

C. The books of the Corporation may be kept at such place within or without the State of Delaware as the By-Laws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

**SEVENTH.** The Corporation eliminates the personal liability of each member of its Board of Directors to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided, however, that, to the extent provided by applicable law, the foregoing shall not eliminate the liability of a director (i) for any breach of such director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of Title 8 of the Delaware Code or (iv) for any transaction from which such director derived an improper personal benefit. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

**EIGHTH.** The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon a stockholder herein are granted subject to this reservation.

- 3 -

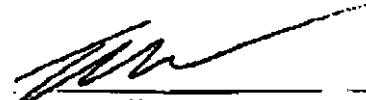
**NINTH.** The name and mailing address of the sole incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Todd Goffman	Improv Systems (U.K.), Inc. c/o Improv Systems, Inc. 100 Cummings Center, Suite 343G Beverly, MA 01915

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

- 4 -

I, **THE UNDERSIGNED**, being the sole incorporator hereinabove named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 24th day of January, 2002.

  
\_\_\_\_\_  
Todd Goffman  
Sole Incorporator

# FILE COPY



## **CERTIFICATE OF REGISTRATION OF AN OVERSEA COMPANY**

(Establishment of a branch)

Company No. FC023774

Branch No. BR006483

The Registrar of Companies for England and Wales hereby certifies that  
IMPROV SYSTEMS (U.K.), INC.

has this day been registered under Schedule 21A to the Companies  
Act 1985 as having established a branch in England and Wales

Given at Companies House, Cardiff, the 12th March 2002

A handwritten signature in black ink, appearing to read 'A. F. Fletcher'.

A. F. FLETCHER

For The Registrar Of Companies



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