

Number of
()

949665

THE COMPANIES ACTS 1948 to 1967

REGISTERED

11 MAR 1969

DECLARATION of Compliance with the requirements of the
Companies Act 1948 on application for registration of a Company.

Pursuant to Section 15 (2) of the Companies Act 1948

Insert the
Name of the
Company.

SHARE TIME SERVICES

LIMITED

Represented by

Presentor's Reference RSM

LINKLATERS & PAINES

BARRINGTON HOUSE

59/67 GRESHAM STREET

LONDON, E.C.2.

Form No. 41
(No filing fee payable)

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
18 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff, S.W.1;
19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 101-103 Hope Street,
Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, ROBERT STEEL McCAW

of BARRINGTON HOUSE,

59/67 GRESHAM STREET, LONDON, E.C.2.

Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") engaged
"in the formation"
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary".

Do solemnly and sincerely declare that I am (") a Solicitor

of the Supreme Court engaged in the formation

of SHARE-TIME SERVICES LIMITED

Limited,

And that all the requirements of the Companies Act 1948 in respect of
matters precedent to the registration of the said Company and incidental
thereto have been complied with, And I make this solemn Declaration
conscientiously believing the same to be true and by virtue of the provisions
of the Statutory Declarations Act 1835.

Declared at BARRINGTON HOUSE,
59-67, GRESHAM STREET,
LONDON, E.C.2.

the 24th day of FEBRUARY

one thousand nine hundred and

sixty nine

Before me,

[Signature]

R. S. McCaw

Note.—This margin is reserved for binding and must not be written across.

Number of } 949665 / L
Company }

STATEMENT OF THE NOMINAL CAPITAL

OF

SHARE TIME SERVICES



LIMITED

REGISTERED

11 MAR 1969

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

THE NOMINAL CAPITAL of the above named Company is £ 100

Signature R.S. McCann

Description SOLICITOR

Dated the twenty-fourth day of February 1969

NOTES.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other document when the Company is registered and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

Presenter's Reference RSM

LINKLATERS & PAINES

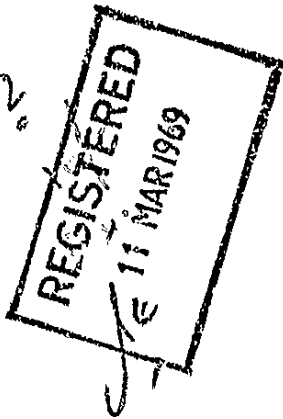
BARRINGTON HOUSE

59/67 GRESHAM STREET
LONDON, E.C.2.

Form No. 25

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED.
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff, S.E.1; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street,
Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.



Paul P

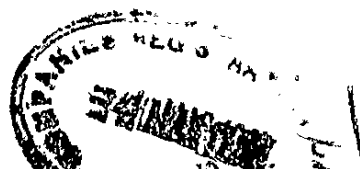
THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES
949665 3



MEMORANDUM OF ASSOCIATION
of
SHARE TIME SERVICES LIMITED

1. The name of the Company is "SHARE TIME SERVICES LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) To carry on business as hirers, letters, consultants, advisers and dealers in computers and electronic and mechanical equipment and provide all manner of services and advice in relation to computers and other appliances and systems for the recording processing and analysis of data for scientific, engineering, commercial or other purposes, and to carry on any type of business or activity which may appear to be capable of being conveniently or advantageously carried on in conjunction with the foregoing.
 - (B) To carry on business as marketing consultants and publicity, advertising, promotion, public relations and sales promotion agents, and consultants, design and consulting engineers, artists, photographers, designers, illustrators, draughtsmen, display specialists and contractors and office organisers, business advisers
 - (C) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control, or superintendence thereof respectively.
 - (D) To subscribe for, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.



- (E) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (F) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (G) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (H) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidize any company, firm or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (I) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (J) To lend money to and guarantee or provide security (whether by personal covenant or by mortgage or charge) for the performance of the contracts or obligation of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (K) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.
- (L) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (M) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.

- (N) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.
- (O) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (P) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each.

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

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
<p><i>V.S. DEE</i> Barrington House, 59/67 Gresham Street, London, E.C.2. Secretary /</p> <p><i>Doris Thorne</i> (Doris Thorne) Barrington House, 59/67 Gresham Street, London, E.C.2. Secretary /</p>	<p>ONE</p> <p>ONE</p>
Total Shares taken	TWO

Dated the *twenty-first* day of *February* 1969. /

WITNESS to the above Signatures :-

R.S. McCann
Barrington House,
59/67 Gresham Street,
London, E.C.2.
Solicitor

949665/44

10/-
G2.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
of

SHARE TIME SERVICES LIMITED



REGISTERED

11 MAR 1969

The regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 (as amended by the Companies Act 1967) shall apply to the Company.

Names, Addresses and Descriptions of Subscribers

WDEE
Barrington House,
59/67 Gresham Street,
London, E.C.2
Secretary

V S D F F

Doris Thayer
Barrington House,
59/67 Gresham Street,
London, E.C.2
Secretary

Doris Thayer

Dated the *twenty-first* day of *February* 1969.

WITNESS to the above Signatures :-

R. S. McCann
Barrington House,
59/67 Gresham Street,
London, E.C.2.
Solicitor



CERTIFICATE OF INCORPORATION

No. 049665

I hereby certify that

SHARE TIME SERVICES LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

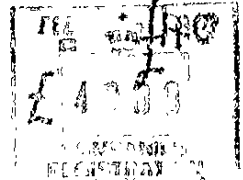
Given under my hand at London the **11TH MARCH, 1969.**

A handwritten signature in dark ink, appearing to read 'R. Knight'.

Assistant Registrar of Companies

No. 949665

281



THE COMPANIES ACTS 1948 to 1976

SPECIAL RESOLUTION

- of -

SHARE TIME SERVICES LIMITED

- At an Extraordinary General Meeting of the above-named Company
- held on 10th June 1977 the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

"That the name of the Company be changed to Automatic Data Processing Limited".

F. S. LAFER

F. S. LAFER

CHAIRMAN



*Nat West
03257
240-*



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No.

949665

29

I hereby certify that

SHARE TIME SERVICES LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

AUTOMATIC DATA PROCESSING LIMITED

Given under my hand at Cardiff the **5TH JULY 1977**

D.A. Pendlebury
D. A. PENDLEBURY

Assistant Registrar of Companies

No. of Company 949665

26

d.

Form No. 104

(No registration
fee payable)

THE COMPANIES ACTS 1948 TO 1967

Notice of place where register of members is kept or of any change in that place

Pursuant to Section 110(3) of the Companies Act 1948

To the Registrar of Companies

Name of Company Share Time Services Limited*

hereby gives you notice, in accordance with subsection (3) of Section 110 of the Companies Act 1948
that the register of members of the company is kept at

..... Blackfriars House, 19 New Bridge Street, London EC4V 6BY.

* Delete "Limited" if not applicable

Signed Val AB. Bell.

State whether

Director or Secretary

Secretary

For and on behalf of the undersigned Secretary
Limited

Date 23/6/1977

RECORDED

6 JUL 1977

Presented by:

Clifford-Turner,
Blackfriars House,
19 New Bridge Street,
London EC4V 6BY.

Presenter's reference:

MVB/MRS



Margin reserved for binding

No. 565

32

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION


of

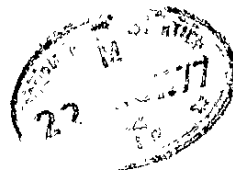
AUTOMATIC DATA PROCESSING LIMITED

At the Annual General Meeting of the above-named Company held on the 16th day of December 1977 the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

"That the Articles of Association a copy of which was produced to the Meeting and initialled by the Chairman for the purposes of identification be and they are hereby adopted as the new Articles of Association of the Company to the exclusion of the existing Articles."


B. TYTHERLEIGH
Chairman.



No. 949665

33
THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

NEW ARTICLES OF ASSOCIATION

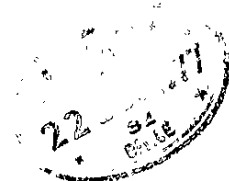
(Adopted by Special Resolution passed on 16th December 1977)

of

AUTOMATIC DATA PROCESSING LIMITED
(formerly Share Time Services Limited)

Incorporated the 11th day of March 1969

Clifford-Turner
Blackfriars House,
19 New Bridge Street,
London EC4V 6BY.



THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

AUTOMATIC DATA PROCESSING LIMITED
(formerly Share Time Services Limited)

* 1. The name of the Company is "SHARE TIME SERVICES LIMITED".

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are:-

- (A) To carry on business as hirers, letters, consultants, advisers and dealers in computers and electronic and mechanical equipment and provide all manner of services and advice in relation to computers and other appliances and systems for the recording processing and analysis of data for scientific, engineering, commercial or other purposes, and to carry on any type of business or activity which may appear to be capable of being conveniently or advantageously carried on in conjunction with the foregoing.
- (B) To carry on business as marketing consultants and publicity, advertising, promotion, public relations and sales promotion agents, and consultants, design and consulting engineers, artists, photographers, designers, illustrators, draughtsmen, display specialists and contractors and office organisers, business advisers.
- (C) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute

* By a Special Resolution passed on 10th June 1977 the name was changed to Automatic Data Processing Limited.

to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control, or superintendence thereof respectively;

- (D) To subscribe for, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (E) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (F) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (G) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (H) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidize any company, firm or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (I) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (J) To lend money to and guarantee or provide security (whether by personal covenant or by mortgage or charge) for the performance of the contracts or obligation of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.

- (K) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.
- (L) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (M) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (N) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.
- (O) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees agents or otherwise, and either alone or in conjunction with others.
- (P) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
V.S. DEE Barrington House, 59/67 Gresham Street, London, E.C.2. Secretary	ONE
D. THORPE Barrington House, 59/67 Gresham Street, London, E.C.2. Secretary	ONE
Total Shares taken	TWO

DATED the twenty-first day of February 1969

WITNESS to the above Signatures:-

R.S. McCAN
Barrington House,
59/67 Gresham Street,
London, E.C.2.

Solicitor.

THE COMPANIES ACT 1948 to 1976

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

- of -

AUTOMATIC DATA PROCESSING LIMITED

(Adopted by a Special Resolution passed on 16th December 1977)

PRELIMINARY

1. (A) In these Articles "Table A" means Table A in the First Schedule to the Companies Act, 1948, as amended by the Companies Act, 1976.

(B) The regulations contained in Part I of Table A shall apply to the Company save in so far as they are excluded or modified hereby. The Clauses in Part I of Table A numbered 24, 53, 64, 77, 79, 87, 88(a) and (f), 89, 90, 91, 92, 93 and 107 shall not apply, but, subject as aforesaid, and in addition to the remaining Clauses in Part I of Table A the following shall be the Articles of Association of the Company.

PRIVATE COMPANY.

2. The Company is a private company, and accordingly the regulations contained in Part II of Table A, except Clause 1 therein, shall apply to the Company.

SHARES.

3. The share capital of the Company at the date of the adoption of these Articles is £100 divided into 100 Ordinary shares of £1 each.

4. All shares for the time being created and unissued shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons (including any Directors), on such terms and conditions and at such time or times as the Directors may think fit, and with full power for the Directors to give to any person (including any Director) the call of any shares, either at par or at a premium, and for such time and for such consideration as the Directors may think fit.

5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of two or more joint holders.

6. In Clause 15 of Part I of Table A the following words "except in so far as may be otherwise agreed between

the Company and any Member in the case of the shares held by him" shall be inserted immediately after the words "Provide that".

NOTICES.

7. Every notice calling a General Meeting shall comply with the provisions of Section 136(2) of the Act, as to giving information to Members in regard to their right to appoint proxies, and all notices and other communications relating to a General Meeting which any Member is entitled to receive shall also be sent to the Auditor for the time being of the Company.

RESOLUTIONS.

8. Any such resolution in writing as is referred to in Clause 5 in Part II of Table A may consist of several documents in the like form each signed by one or more of the Members (or their duly authorised representatives) in that Clause referred to.

TRANSFERS.

9. An instrument of transfer of a share (other than a partly paid share) need not be executed on behalf of the transferee and Clause 22 of Part I of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS.

10. The following words shall be added to the end of Clause 52 in Part I of Table A "and fixing the remuneration of Directors".

11. The words "the meeting shall be dissolved" shall be substituted for the words "the members present shall be a quorum" in Clause 54 in Part I of Table A.

12. It shall not be necessary to give any notice of an adjourned meeting and Clause 57 in Part I of Table A shall be construed accordingly.

13. A poll may be demanded by any Member present in person or by proxy and Clause 58 in Part I of Table A shall be modified accordingly.

14. A Member for whom a receiver, curator bonis or other person in the nature of a receiver or curator bonis has been appointed by a Court in England and Wales or Scotland having jurisdiction in that behalf on the ground that the Member is incapable by reason of mental disorder of managing and administering his property and affairs may vote, whether on a show of hands or on a poll, by the person so appointed and that person may appoint a proxy to vote on a poll on behalf of the Member.

DIRECTORS.

15. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than two.

16. A Director need not hold any shares of the Company to qualify him as a Director but he shall be entitled to receive notice of and attend 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 and Clause 134 of Part I of Table A shall be modified accordingly.

17. If any Director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a Board Meeting of the Directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.

18. The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party.

19. A Director may vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, and if he does so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration and Clause 84 in Part I of Table A shall be modified accordingly.

20. A Director present at any meeting of Directors or Committees of Directors need not sign his name in a book kept for that purpose and Clause 86 in Part I of Table A shall be modified accordingly.

21. The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or on his death to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

22. Paragraph (d) of Clause 88 of Part I of Table A shall be modified by deleting the words "becomes of unsound mind" and substituting therefor the words "in the opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his duties as Director".

23. A Director shall not retire by rotation and Clauses 94, 96 and 97 in Part I of Table A shall be modified accordingly.

24. A Director appointed to fill a casual vacancy or as an addition to the Board shall not retire from office at the Annual General Meeting next following his appointment and the last sentence of Clause 95 of Part I of Table A shall be deleted.

25. Without prejudice to the provisions of Section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his term of office. The Company may by Ordinary Resolution appoint another person in place of the Director so removed.

26. (A) Any Director may by writing under his hand appoint (1) any other Director, or (2) any other person who is approved by the Board of Directors as hereinafter provided to be his alternate; and every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the Directors and, in the absence from the Board of the Director appointing him, to attend and vote at Meetings of the Directors, and to exercise all the powers, rights, duties and authorities of the Director appointing him: Provided always that no such appointment of a person other than a Director shall be operative unless and until the approval of the Board of Directors by a majority consisting of two-thirds of the whole Board shall have been given and entered in the Directors' Minute Book. A Director may at any time revoke the appointment of an alternate appointed by him, and subject to such approval as aforesaid appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine, provided always that in the event of these Articles providing for the retirement of Directors by rotation, if any Director so retires but is re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired. An alternate Director shall not be counted in reckoning the maximum number of Directors allowed by the Articles of Association for the time being. A Director acting as alternate shall have an additional vote at meetings of Directors for each Director for whom he acts as alternate but he shall count as only one for the purpose of determining whether a quorum be present.

(B) Every person acting as an alternate Director shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate and the Director appointing him.

27. Any such resolution in writing as is referred to in Clause 106 in Part I of Table A may consist of several documents in the like form each signed by one or more of the Directors for the time being entitled to receive notice of

a meeting of the Directors and Clause 105 in Part I of Table A shall be modified accordingly.

28. No person shall be or become incapable of being appointed a Director by reason of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.

29. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any Service Contract between him and the Company) if he ceases to hold the office of Director from any cause ipso facto and immediately cease to hold such executive office.

30. A Director holding such executive office as aforesaid for a fixed period shall not be entitled to resign as a Director of the Company and Clause 88(e) of Table A shall be modified accordingly.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

V.S. DEE
Barrington House,
59/67 Gresham Street,
London, E.C.2.

Secretary

D. THORPE
Barrington House,
59/67 Gresham Street,
London, E.C.2.

Secretary

DATED this 21st day of February, 1969.

WITNESS to the above Signatures:-

R.S. McCAW
Barrington House,
59/67 Gresham Street,
London, E.C.2.

Solicitor.

Simple

No. 949665

62

THE COMPANIES ACTS 1948-1983

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

AUTOMATIC DATA PROCESSING LIMITED

Pursuant to Regulation 73A of Table A of the First Schedule to the Companies Act 1948 (which forms part of the Articles of Association of the Company) we being all the members of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company HEREBY RESOLVE the following as a Special Resolution of the Company:-

SPECIAL RESOLUTION

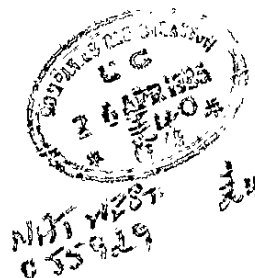
THAT the name of the Company be changed to
ADP NETWORK SERVICES LIMITED

OK

... *P.J. Griffiths* ...
P.J. Griffiths

... *Hal R. USS* ...
For and on behalf of
ADP NETWORK SERVICES LIMITED

Dated: 24th April 1985



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 949665

63

I hereby certify that

AUTOMATIC DATA PROCESSING LIMITED

having by special resolution changed its name, is now
incorporated under the name of

ADP NETWORK SERVICES LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 1ST JULY 1985

D. M. Wilkie
MRS. D. M. WILKIE

an authorised officer

No: 949 665/65

THE COMPANIES ACTS 1985

COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION

OF

ADP NETWORK SERVICES LIMITED

Pursuant to Regulation 73A of Table A of the First Schedule to the Companies Act 1948 (which forms part of the Articles of Association of the Company) we being all the Members of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company HEREBY RESOLVE the following as a Special Resolution of the Company:-

SPECIAL RESOLUTION

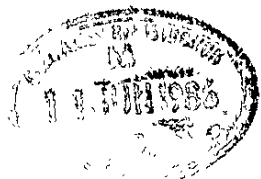
THAT the name of the Company be changed to AUTOMATIC DATA PROCESSING LIMITED

.....
P.J. Griffiths

Dated: 4 June 1986

.....
K.R. Wyss
For and on behalf of
AUTOMATIC DATA PROCESSING LIMITED

NW
£80 x 2
061790.



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 949665

66

I hereby certify that

ADP NETWORK SERVICES LIMITED

having by special resolution changed its name, is now
incorporated under the name of
AUTOMATIC DATA PROCESSING LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 27TH JUNE 1986

C R Williams

MRS. C. R. WILLIAMS

an authorised officer

G

COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in block type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

1111

049015

Name of company

AUTOMATIC DATA RECOGNITION LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 29TH JUNE the nominal capital of the company has been
increased by £ 499,998 beyond the registered capital of £ 100

† the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.†

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are, as follows:

PARI PASSU WITH EXISTING ORDINARY SHARES

Please tick here if
continued overleaf

☐

† Insert
Director,
Secretary,
Administrative,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

For and on behalf of LEGATUS SECURITIES LTD.

Signed

VLN

Designation†

Authorised Signatory

SECRETARY

Date 15 11 90

Presenter's name address and
reference (if any):

CLIFFORD CHANCE
ROYAL HOUSE
ALDERMANSBURY SQUARE
LONDON EC1A 7LD

TELEPHONE 020 7424 1000

For official use
General Section

COMPANIES FILE
RECEIVED
LONDON CARDIFF
46 NOV 1990 19 NOV 1990
M 6

94965

THE COMPANIES ACT 1985
Company LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF

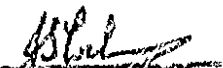
Automatic Data Processing Limited

By WRITTEN RESOLUTIONS of AUTOMATIC DATA PROCESSING LIMITED signed by or on behalf of all the members of the Company entitled to attend and vote at a general meeting of the Company, the following resolutions were duly passed:

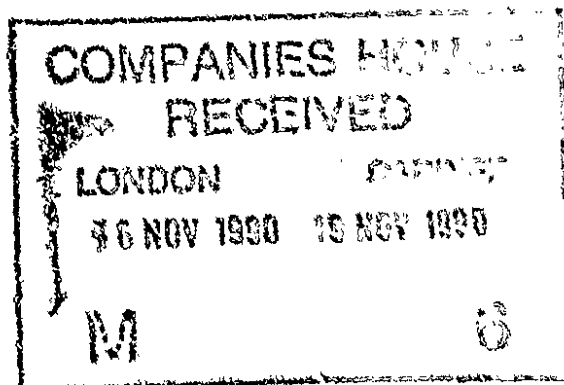
RESOLUTIONS

1. THAT the authorised share capital of the Company be and is hereby increased by the creation of 499,999 Ordinary Shares of £1 each ("Ordinary Shares").
2. THAT the Directors from time to time of the Company be and are hereby generally and unconditionally authorized to exercise all powers of the Company to allot 499,999 Ordinary Shares provided that this authority shall expire on 30th September 1990.
3. THAT the Directors from time to time of the Company are hereby empowered pursuant to Section 80 of the Companies Act 1985 to allot the above shares in the capital of the Company pursuant to the authority conferred by Resolution 2 above as if sub-section (1) of Section 80 of the Companies Act 1985 did not apply to such allotment provided that this power shall expire on 30th September 1990.

Dated the 29 day of June 1990


Signed by
on behalf of
ACP NETWORK SERVICES LIMITED


Signed by
PHILLIP JOHN GRIFFITHS



3

Company Number: 949665

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTION

OF

AUTOMATIC DATA PROCESSING LIMITED

At the 1990 Annual General Meeting of the Company held at *Applause*
on *28* day of *October* 1990 the following Resolution was
duly passed as an Elective Resolution:

ELECTIVE RESOLUTION

THAT in accordance with Section 252 of the Companies Act 1985, no
Accounts and Reports shall in future be laid before the Company in General
Meeting.


CHAIRMAN OF THE MEETING



Company Number: 949665

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTION

OF

AUTOMATIC DATA PROCESSING LIMITED

At the 1990 Annual General Meeting of the Company held at *ADPHOUSE*
on *25th* day of *OCTOBER* 1990 the following Resolution was
duly passed as an Elective Resolution:

ELECTIVE RESOLUTION

THAT in accordance with Section 386 of the Companies Act 1985 the
Company shall dispense with the appointment of Auditors annually.


CHAIRMAN OF THE MEETING



Company Number: 949665.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTION

OF

AUTOMATIC DATA PROCESSING LIMITED

At the 1990 Annual General Meeting of the Company held at *Ady House*
on *26* day of *October* 1990 the following Resolution was
duly passed as an Elective Resolution:

ELECTIVE RESOLUTION

THAT in accordance with Section 366A of the Companies Act 1985 the
Company shall dispense with the holding of Annual General Meetings.


CHAIRMAN OF THE MEETING

