

THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Pursuant to section 15(2) of the Companies Act 1948 as amended by the Companies Act 1976

Please do not write in this binding margin

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

Name of Company

Company number

1383541

* delete if inappropriate

SOUND THINKING LIMITED Limited*

I, RICHARD GEOFFREY JAMES OTTAWAY
of 26. CLANRICARDE GDNS,
LONDON. W.2.

do solemnly and sincerely declare that I am† A SOLICITOR OF
THE SUPREME COURT ENGAGED
of IN THE FORMATION OF
SOUND THINKING Limited*

and that all the requirements of the Companies Acts 1948 to 1976 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 26 CLANRICARDE GDNS
LONDON W.2

the 23 RD day of JUNE
One thousand nine hundred and SEVENTY EIGHT

before me CSL King
A Commissioner for Oaths† A Solicitor

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

RGJ Ottaway
26 CLANRICARDE GDNS
LONDON. W.2

For official use
General section

Post room



† Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

† or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

1383541/3

PW
IR

No.

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
SOUND THINKING LIMITED

1. The name of the Company is
"Sound Thinking 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 the production, manufacturing
and dissemination of all types of
information through all possible means and
the provision of advisory services.

20 JUN 1978

N West
£50
224530



- (B) To purchase, take on lease or in exchange, hire or otherwise acquire and hold, for any estate or interest, and manage any lands, buildings, easements, rights, privileges, concessions, machinery, plant, stock-in-trade, and any real and personal property of any kind.
- (C) To purchase or otherwise acquire any patents, brevets d'inventions, licences, concessions, copyrights, trade marks, designs and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention, process or development which may seem to the Company capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, to use, exercise, develop, grant licences in respect of or otherwise turn to account any of the same, and with a view to the working and development of the same, to carry on any business whatsoever, whether manufacturing or otherwise, which the Company may think calculated directly or indirectly to effectuate these objects.
- (D) To form, promote, subsidise and assist companies, syndicates or partnerships of all kinds and to issue on commission or otherwise underwrite, subscribe for and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures or other capital or securities or obligations of any such companies, syndicates or partnerships, and to pay or provide for brokerage commission and underwriting in respect of any such issue.
- (E) To enter into partnerships or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions, or otherwise, with any person or company carrying on business within any of the objects of the Company.

- (F) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (G) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for any of the purposes of the Company.
- (H) To develop, work, improve, manage, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, to surrender or accept surrender of any lease or tenancy or rights, and to sell the property, business or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for cash or shares, debentures or securities of any other company.
- (I) To construct, erect, maintain, alter, replace or remove any buildings, works, offices, erections, plant, machinery, tools, or equipment as may seem desirable for any of the businesses or in the interests of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with in connection with any of the Company's objects.
- (J) To manage and conduct the affairs of any companies, firms and persons carrying on business of any kind whatsoever, and in any part of the world.

- (K) To enter into, carry on and participate in financial transactions and operations of all kinds and to take any steps which may be considered expedient for carrying into effect such transactions and operations including, without prejudice to the generality of the foregoing, borrowing and lending money and entering into contracts and arrangements of all kinds.
- (L) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue (whether at par or at a premium or discount and for such consideration as the Company may think fit) of bonds, debentures or debenture stock (payable to bearer or otherwise), mortgages or charges, perpetual or otherwise, and, if the Company thinks fit, charged upon all or any of the Company's property (both present and future) and undertaking including its uncalled capital and further, if so thought fit, convertible into any stock or shares of the Company or any other company, and collaterally or further to secure any obligations of the Company by a trust deed or other assurance.
- (M) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property or assets (present and future) and uncalled capital of the Company or by both such methods, the liabilities of and the performance of any obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person, firm or company including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company, as defined by Section 154 of the Companies Act, 1948 or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in its business.

- (N) To grant indemnities of every description and to undertake obligations of every description.
- (O) To make, draw, accept, indorse and negotiate bills of exchange or other negotiable instruments and to receive money on deposit or loan.
- (P) To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company and to pay commission to and remunerate any person or company for services rendered in underwriting or placing, or assisting to underwrite or place, any of the shares in the Company's capital or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (Q) 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 rights in respect of dividend or repayment of capital 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.
- (R) 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 rights in respect of dividend or repayment of capital 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.
- (S) To remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him it or

them of shares or securities of the Company credited as paid up in full or in part or otherwise.

- (T) To make loans or donations to such persons and in such cases (and in the case of loans either of cash or of other assets) as the Company may think directly or indirectly conducive to any of its objects or otherwise expedient.
- (U) To distribute among the members in specie any property of the Company or any proceeds of sale, disposal or realisation 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 subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, bonds, debentures or debenture stock, or other securities or obligations of any company and to invest or lend any of the moneys of the Company not immediately required for its operations in such manner, with or without security, and whether at home or abroad, as the Company may think fit.
- (W) To amalgamate with any other company whose objects are or include objects similar to those of the Company and on any terms whatsoever.
- (X) To procure the Company to be registered or recognised in any country or place abroad.
- (Y) To obtain any provisional or other order or Act of Parliament of this country or of the legislature of any other State for enabling the Company to carry any of its objects into effect, or for effecting any modifications of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceeding or application which may seem calculated, directly or indirectly, to prejudice the Company's interests.

(Z) To appoint any person or persons, firm or firms, company or companies to be the agent or agents of the Company and to act as agents, managers, secretaries, contractors or in similar capacity.

(AA) To insure the life of any person who may, in the opinion of the Company, be of value to the Company as having or holding for the Company interests, goodwill or influence or other assets and to pay the premiums on such insurance.

(BB) To grant pensions, allowances, gratuities and bonuses to and to make payments for or towards insurance on the life or lives of Directors (including, but not by way of limitation, non-executive Directors), ex-Directors, officers, ex-officers, employees or ex-employees of the Company or its predecessors in business, or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any charitable fund or institution, society or club, the support of which may, in the opinion of the Company, be calculated directly or indirectly to benefit the Company or such persons as aforesaid, or may be connected with any town or place where the Company carries on business, to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or such persons as aforesaid, and to join, participate in and to subsidise or assist any association of employers or employees or any trade association.

(CC) To take, make, execute, enter into, commence, carry on, prosecute or defend all steps, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and Schemes, and to do all other

acts, matters and things which shall at any time appear conducive or expedient for the advantage or protection of the Company.


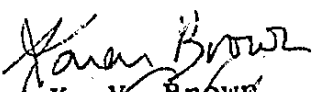
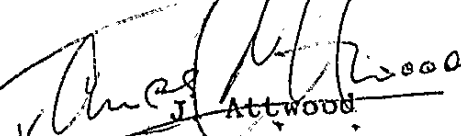
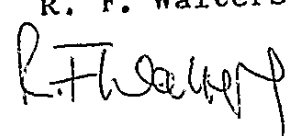
- (DD) To do all or any of the above things in any part of the world and either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.
- (EE) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.
- (FF) To carry on business, and to act as merchants, bankers, traders, commission agents, shipowners, carriers, or in any other capacity in the United Kingdom and in any part of the world, and to import, export, buy, sell, barter, exchange, pledge, make advances upon, or otherwise deal in goods, produce, articles and merchandise.

It is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed, and it is also hereby declared that the objects specified in each sub-clause of this clause, shall, except when otherwise expressed therein, be in nowise limited or restricted by reference to or inference from the terms of any other sub-clause, or the name of the Company, and none of the sub-clauses shall be deemed merely subsidiary or auxiliary to the objects mentioned in the first sub-clause.

4. The liability of the members is limited.

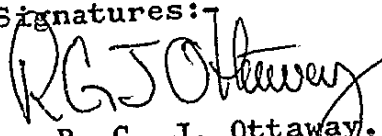
5. The Share Capital of the Company is 100 pounds sterling, divided into 100 Shares of 1 pound sterling each.

We, the several persons whose names, addresses and descriptions 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 (in words)
 M. E. Brown 15, Osten Mews London SW7 Lecturer	THIRTY Thirty ✓
 K. V. Brown 15 Osten Mews London SW7 Publisher	Thirty Thirty ✓
 J. Attwood 179 Broomwood Road London SW11 Banker	THIRTY Thirty ✓
 R. F. Walters 67, Heathcroft, Hampstead Way, London NW11 Marketing Consultant	TEN Ten ✓

DATED this June 15th X, 1978

WITNESS to the above Signatures:-


R. G. J. Ottaway,
26 Clanricarde Gardens,
London W2
Solicitor

1383541/4

No.

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

SOUND THINKING

Limited

PRELIMINARY

1. In these Articles:

"the Act" means the Companies Act 1948 as amended by
Parts I, III and VI of the Companies Act 1967, the
Companies (Floating Charges and Receivers)
(Scotland) Act 1972, Section 9 of the European

Communities Act 1972 and the Companies Act 1976.

"Table A, Part I" means Part I of Table A in the First Schedule to the Act, as amended.

"Table A, Part II" means Part II of Table A in the First Schedule to the Act, as amended.

2. Regulations 3, 24, 51, 53, 75, 77, 79, 88 to 94 (inclusive) and 136 of Table A, Part I shall not apply to the Company. The Articles hereinafter contained and the remaining regulations of Table A, Part I subject to the modifications hereinafter expressed, together with regulations 2 to 5 inclusive of Table A, Part II, shall constitute the regulations of the Company.

SHARES

3. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.
4. Subject to any directions which may be given by the Company in General Meeting, any unissued shares (shares unissued at the date of adoption of these Articles) and any shares hereafter created shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons (including the Directors themselves) on such terms and at such times as they may think proper, provided that no shares shall be issued at a discount except as provided by section 57 of the Act.
5. Subject to the provisions of section 58 of the Act, any Preference Shares may, with the sanction of a Special Resolution, be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN

6. The lien conferred by regulation 11 of Table A, Part I shall apply to all shares of the Company whether fully paid or not 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 several

joint holders. The said regulation 11 shall be varied accordingly.

PROCEEDINGS AT GENERAL MEETINGS

7. The words 'the reappointment of (except in circumstances requiring special note)' shall be substituted for the words 'the appointment of' in Regulation 52 of Table A, Part I.

8. (A) A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 58 of Table A, Part I, shall be altered accordingly.

(B) The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

9. A proxy shall be entitled to vote on a show of hands and regulation 62 of Table A, Part I, shall be modified accordingly.

10. Any such resolution in writing as is referred to in regulation 5 of Table A, Part II, may consist of several documents in a like form each signed by one or more of the members (or their duly authorised representatives) in that regulation referred to. In the case of a corporation a director or the secretary thereof shall be deemed to be a duly authorised representative for this purpose.

DIRECTORS

11. (A) The number of Directors shall not be less than two.

(B) The first Directors shall be appointed in writing by completion of the statement required to be delivered for registration by Section 21 of the Companies Act 1976.

12. A Director shall not be required to hold any qualification shares in the Company, but nevertheless shall be entitled to attend and speak at any General Meeting and at any separate General Meeting of the holders of any class of shares in the capital of the Company.

13. The words "unless the Company otherwise direct" at the end of regulation 78 of Table A, Part I, shall be deleted.

- 4 -

BORROWING POWERS

14. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue and create mortgages, charges, memoranda of deposit, debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

15. A Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor.

"Notwithstanding his interest a Director may vote on any matter in which he is interested and be included for the purpose of a quota at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him."

Regulation 84 of Table A, Part I shall be amended accordingly.

16. It shall not be necessary for the Directors to sign a book regarding their attendances at meetings of Directors and regulation 86 of Table A, Part I, shall be amended accordingly.

17. (A) The Directors may establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, or give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and holding or who held any salaried employment or office in the Company or such other company, and the wives, widows, families and dependants of any such persons. The Directors may also

establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such person as aforesaid, and may make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object. The Directors may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

(B) The Company may have an official seal for use abroad under the provisions of the Act, where and as the Directors shall determine, and the Company may by writing under the Common Seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the Common Seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

18. (A) Without prejudice to the powers of the Company under section 184 of the Act to remove a Director by Ordinary Resolution the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors either as additional 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 on its behalf by one of its directors and shall take effect upon lodgment at the registered office of the Company.

(B) The office of a Director shall be vacated:

(1) If by notice in writing to the Company he resigns the office of Director.

- (2) If he shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period, unless he shall have appointed an alternate Director who has not been similarly absent during such period.
- (3) If he becomes bankrupt or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any provision of the Act.
- (5) If he becomes of unsound mind.
- (6) If he is removed from office under regulation 96 of Table A, Part I.
- (7) If he is removed from office under paragraph (A) of this Article.

ROTATION OF DIRECTORS.

19. The Directors shall not be liable to retire by rotation, and accordingly in each of regulations 95 and 97 of Table A, Part I, the second sentence thereof shall be deleted.

ALTERNATE DIRECTORS

20. (A) Each Director shall have the power to nominate any other Director or any person approved for that purpose by a resolution of the Board to act as alternate Director in his place during his absence, and at his discretion to revoke such nomination. An alternate Director shall have one vote for each Director he represents, in addition to his own vote if he is a Director, but shall not be counted more than once in the quorum. A nomination as an alternate Director shall ipso facto be revoked if the appointor ceases for any reason to be a Director.

(B) An alternate Director shall [except when absent from the United Kingdom] be entitled to receive notice of meetings of the Directors and shall be entitled to attend and vote as a Director at any such meeting to perform all functions of his appointor as a Director. If his appointor is for the time being absent from the United Kingdom or otherwise not available the appointee's signature to any resolution in writing of the Directors shall be as effective

as the signature of his appointor. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

(C) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

(D) The appointment of an alternate Director shall be revoked and the alternate Director shall cease to hold office whenever the Director who appointed such alternate Director shall give notice in writing to the Secretary of the Company that he revokes such appointment.

(E) Any instrument appointing an alternate Director shall be left at the registered office of the Company and shall, as nearly as circumstances will admit, be in the form or to the effect following:

"I,
"of
"a Director of the Company, in
"pursuance of the power in that behalf
"contained in the Articles of Association
"of the Company, do hereby nominate and
"appoint
"of
"to act as alternate Director in my place
"during my absence, and to exercise and
"discharge all my duties as a Director
"of the Company.

"As witness my hand this . . . , 19 ."

(F) Any Director who nominates an alternate Director under the foregoing provisions of this Article shall have the further power to nominate any other Director or any person approved for that purpose by a resolution of the Board to act as his second alternate Director failing

availability of the alternate Director first nominated as aforesaid. All the provisions of this Article shall apply mutatis mutandis to such second alternate Director subject to the insertion (when applicable) in the instrument appointing an alternate Director referred to in paragraph (E) of this Article of the words "or, failing him, of " after the name and address of the first alternate Director.

PROCEEDINGS OF DIRECTORS

21. The following sentence shall be added to regulation 99 of Table A, Part I:- "Any Director or member of a committee of the Board may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting."

22. The following sentence shall be added to regulation 102 of Table A, Part I:- "Any committee shall have power unless the Directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a Director of the Company."

23. The following words shall be added to regulation 106 of Table A, Part I:- "and may consist of several documents in a like form each signed by one or more of the Directors."

ACCOUNTS

24. The following words shall be added to Regulation 127 of Table A, Part I:-

'and shall only have effect subject and without prejudice to the provisions of Section 158(1)(c) of the Act.'

NOTICES

25. Every Director of the Company and every alternate Director ((other than a Director or alternate Director for the time being absent from the United Kingdom)) shall be entitled to receive notices of general meetings in addition to the persons specified in regulation 134 of Table A, Part I.

INDEMNITY

26. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in

connection with any application under Section 348 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by Section 205 of the Act.

MISCELLANEOUS PROVISIONS:

27. Table A, Part I, shall be further modified as follows:-

- (a) In regulation 49 the words "within the United Kingdom" shall be deleted;
- (b) In regulation 98 the final sentence shall be deleted;
- (c) Regulations 131 and 133 shall be modified by the substitution of the words "to the address, if any, whether within or outside the United Kingdom" for the words "the address, if any, within the United Kingdom";
- (d) In paragraph (a) of regulation 134 all words other than "every member" shall be deleted.

Names, Addresses and Descriptions of Subscribers

M. E. Brown
M. E. Brown

15, Osten Mews
London SW7

Lecturer

K.V. Brown
K.V. Brown

15, Osten Mews
London SW7

Publisher

J. Attwood
J. Attwood

179 Broomwood Road
London SW11

Banker

R. F. Walters

67, Heathcroft
Hampstead Way
London NW11

Marketing Consultant

DATED this

June 15th, 1978

WITNESS to the above signatures:-

R. G. J. Ottaway,

26, Clanricarde Gardens
London W2

Solicitor

R.G.J. Ottaway



THE COMPANIES ACTS 1948 TO 1976

Form No 1

Statement of first directors and
secretary and intended situation
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not
write in this
binding margin

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

Name of Company

Company number

1383541

SOUND THINKING LIMITED

Limited*

* delete if
inappropriate

The intended situation of the registered office of the company
on incorporation is as stated below

26 CLANRICARDE Gdns,
LONDON. W.2.

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

X

R G J OTTAWAY
26 CLANRICARDE Gdns, LONDON. W.2.

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

1

Presentor's
reference (if any):

R. OTTAWAY
26 CLANRICARDE Gdns
LONDON W.2.

For official use
General section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Important

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	MARK E. BROWN	Business occupation	LECTURER
Former name(s) (note 3)		Nationality	ENGLISH
Address (note 4)	15 OSTEN MEWS LONDON SW7	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)	PARKER BROWN ASSOCIATES LIMITED		
I hereby consent to act as director of the company named on page 1			
Signature	[Signature]		Date 20. 6. 78.

Name (note 2)	KAREN V. BROWN	Business occupation	PUBLISHER
Former name(s) (note 3)	KAREN V. JENNINGS	Nationality	ENGLISH
Address (note 4)	15 OSTEN MEWS LONDON SW7.	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)	PARKER BROWN ASSOCIATES LTD.		
I hereby consent to act as director of the company named on page 1			
Signature	[Signature]		Date 20.6.78.

Name (note 2)	JAMES ATTWOOD	Business occupation	BANKER
Former name(s) (note 3)		Nationality	ENGLISH
Address (note 4)	179 BROOMWOOD RD LONDON SW 11	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature	[Signature]		Date 20/6/78

Please do not
write in this
binding margin

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Important

The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

Name (notes 2 & 7)	JAMES ATTWOOD
Former name(s) (note 3)	
Address (notes 4 & 7)	179 BROOMWOOD RD LONDON SW 11
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 20/6/78

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

* as required by
section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

† delete as
appropriate

Signature PGSON [Subscriber] [Agent]† Date 20 June 1978

Signature _____ [Subscriber] [Agent]† Date _____

Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1976



Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 1
to Form No. 1

Company number

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

Name of Company

* delete if
inappropriate

SOUND THINKING		Limited*
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Particulars of other directors (continued)

Name (note 2)	ROBERT F. WALTERS	Business occupation
Former name(s) (note 3)		MARKETING CONSULTANT
Address (note 4)	67 HEATH CROFT HAMSTEAD WAY LONDON NW 11	Nationality BRITISH
I hereby consent to act as director of the company named on page 1		Date of birth (where applicable) (note 6)
Signature	R.F. Walters	Date 19/6/78

Particulars of other directorships

1. Non-Executive Director - WARD RADIO LTD, SOUTH STREET
BISHOP'S STORTFORD, HERTS
2. Chairman - TENEGAP LTD, 36, MARSH LANE,
LONDON WC2.

† delete if
inappropriate

continued overleaf 1



CERTIFICATE OF INCORPORATION

No. 1383541

I hereby certify that

SOUND THINKING LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the
Company is Limited.

Given under my hand at Cardiff the **11TH AUGUST 1978**

P. WALKER

Assistant Registrar of Companies

COMPANY NO: 1383541

The Companies Acts 1946-1980.
Company Limited by Shares.

SPECIAL RESOLUTION

OF

SOUND THINKING LIMITED

Passed the second day of October 19 81

At an Extraordinary General Meeting of the Company duly convened and held at
15 Osten Mews, London SW7

the following Resolutions were duly passed as SPECIAL RESOLUTIONS of the
Company, viz:

RESOLUTIONS

That the Articles of Association be amended as follows:-

- 1 That the Clause numbered 7 as presented to the meeting be and is hereby duly adopted as Clause 7 of the Articles of Association of the Company and shall be inserted in the Articles of Association of the Company under the heading "Transfer and Transmission of Shares".
- 2 That the existing Clauses in the Articles of Association of the Company numbered 7 to 27 be and are hereby duly re-numbered 8 to 28.

X  X
CHAIRMAN



TRANSFER AND TRANSMISSION OF SHARES

7. (1) (a) No shares in the Company shall be transferred to a person not falling within the exceptions mentioned in sub-clause (iv) hereof so long as any Member of the Company may be willing to purchase such shares at a fair value to be ascertained as hereinafter mentioned.
- (b) If any Member desires to sell or transfer his shares or any of them to a person not a transferee falling within the said exceptions he shall notify his desire to the Secretary of the Company by sending him a notice in writing (hereinafter called "a Transfer Notice") to the effect that he desires to sell or transfer such shares. The said Transfer Notice shall specify the number of shares for sale or transfer and may name the price at which the selling Member is willing to sell. The receipt by the Secretary of the said Transfer Notice shall constitute an authority to him to offer the shares for sale at a fair value ascertained as hereinafter mentioned.
- (c) The Secretary shall forthwith upon receipt of a Transfer Notice from the selling Member cause a written notice to be sent to every other Member of the Company stating the number of shares for sale and the price at which the selling Member is willing to sell (if such price be named in the Transfer Notice) and shall invite each of such Members to give notice in writing within twenty eight days whether he is willing to purchase any, and if

so what maximum number of shares and (if any price is named in the Transfer Notice) whether he is willing to pay the price at which the selling Member is willing to sell, (and if no price is so named) the maximum price per share he is prepared to pay if he wishes to impose a maximum price and shall state his willingness to pay to the Secretary ten per cent (10%) of the purchase price of such shares within fourteen days of written notice being given of the ascertainment of the purchase price as hereinafter mentioned. If any Member of the Company shall express his willingness to purchase as aforesaid but shall not be agreeable to the price named in the Transfer Notice or if no price is named in the Transfer Notice then the price at which all the shares named in the Transfer Notice shall be sold shall be settled by the Auditor of the Company (who shall act as an expert and not as an arbitrator and whose decision shall be final and binding upon all the parties and whose costs shall be discharged by the Company) on the basis of a fair value of such shares. If all the Members of the Company willing to purchase shall be agreeable to the price named in the Transfer Notice such price shall be deemed to be the fair value of the shares to be transferred. Forthwith upon the ascertainment of the said purchase price of the shares, the Secretary shall apportion such shares amongst those Members (if more than one) who shall have given notice to purchase the same as aforesaid and as far as may be pro rata according to the number of shares held by them respectively; provided that no Member shall be obliged to take more than the maximum of such shares which he has expressed his willingness to take in his answer to the said Transfer Notice, and no shares shall be apportioned to any relevant Member in the event of the said ascertained price exceeding the maximum price (if any) stated in the said answer of the said relevant Member. If the number of Members who have given notice to purchase any of such shares exceeds the number of shares to be sold the Secretary shall not apportion more than one of such shares to any one Member, and shall select as purchasers, Members having larger holdings of shares in the Company in preference to Members having smaller holdings. The Secretary shall then notify the purchasing Members in writing the acceptance of the offer as aforesaid and shall call upon the purchasing Member or Members forthwith to pay the said deposit to him and shall supply him or them with details of the

number of shares to be transferred to the Transferee and the price to be paid therefor. The said deposit shall be paid by the purchasing Member or Members within fourteen days of the notification being given by the Secretary of the ascertainment of the purchase price as hereinbefore provided and the number of shares to be transferred to the purchasing Member and in the event of any default on the part of any purchasing Member to pay the said deposit within the said period of fourteen days the said deposit shall become a debt due to the selling Member who shall be entitled to retain the relative Share Certificate or Certificates free from any obligation to sell the same or any part thereof to the purchasing Member. The Secretary shall after the expiration of the said fourteen day period (whether or not any deposit has been paid) inform the selling Member of the names and addresses of the Members who desire to purchase his shares with full details of all deposits paid, the said ascertained price and the number of shares to be transferred to each and such selling Members shall be bound (unless the full deposit has not been paid by the proposed transferee) forthwith upon the expiration of forty two days from the said notification of price having been given by the Secretary to the purchasing Member to complete and execute a Transfer or Transfers to the purchasing Member or Members and shall deliver up the Transfer or Transfers and relative Certificates to the purchasing Member or Members in exchange for the purchase money less any deposit already paid to the Secretary. Where there are several purchasing Members the selling Member shall deliver his Share Certificates and Transfers to the Company and the Secretary shall retain the Share Certificates and shall certify on the Transfers that the relevant Share Certificates for the selling Member's shares have been duly lodged in the office of the Company.

- (d) If the Secretary shall be unable within one month after receipt of the Transfer Notice to find a purchaser for all the shares among the Members of the Company the selling Member shall be at liberty (subject only to sub-clause (iv) hereof) at any time within four months from the date of the Transfer Notice to sell or transfer such shares to any person though not a Member of the Company and provided that the terms of such sale or

transfer are no less financially advantageous to the Transferor than had the shares been transferred at the said ascertained price as aforesaid to another or other of the Members of the Company.

(e) (i) A Transfer Notice given under this clause shall not be revocable for a period of three months from the date it is received by the Company Secretary.

(ii) In the event of the death of any Member, unless the Personal Representatives transfer all the shares to the Member's spouse and/or issue within six months of receiving notice of this stipulation, the following provisions shall have effect viz:-

Forthwith upon receipt of written notice by the Secretary of the death of any Member his Personal Representatives (whether then appointed or not) shall be deemed to have offered the shares held by the deceased Member at a price to be settled by the Auditor of the Company as hereinbefore provided and the provisions of sub-clause (1) of this clause shall apply mutatis mutandis as if the Personal Representatives were Members in respect of such shares and had given a Transfer Notice to the Secretary of the Company as hereinbefore provided without naming a price SAVE THAT the Secretary shall invite every other Member of the Company to give notice within two months whether he is willing to purchase any and if so what maximum number of shares and THAT no deposit shall be payable and THAT the Transfer shall be completed within fourteen days of the appointment of the said Personal Representatives subject only to their interest as Personal Representatives being noted with the Company or within three months of the ascertainment of the said purchase price whichever event is the later.

(iii) In the event of the bankruptcy of any Member the persons becoming entitled to the shares of such Member in consequence of his bankruptcy shall be deemed to have offered such shares to the other Members of the Company at par, and the provisions of sub-clause (ii) of this clause shall apply mutatis mutandis as if the person entitled to such shares was a Member in respect of such shares and had given a Transfer Notice to the Secretary of the Company as hereinbefore provided.

(iv) The Directors may in their absolute discretion and without giving any reason decline to register any Transfer of shares, whether Fully Paid or not, to any person of whom they do not approve, PROVIDED ALWAYS that the Directors may not decline to register any transfer falling within any of the following categories or exceptions:-

- (a) Any Transfer approved in writing by all the Members
- (b) Any Transfer to a person who is a Member and who is the Beneficial Owner of the shares to be transferred
- (c) Any Transfer by a Trustee to a beneficiary
- (d) Any Transfer to new Trustees
- (e) Any Transfer to the Trustees of a family settlement made by the Transferor (that is to say a settlement under which no one other than the Transferor, his spouse and issue (including issue not yet born) is entitled to a beneficial interest)
- (f) Any Transfer to a Member's spouse or issue (including issue not yet born).

PROVIDED that it be proved to the satisfaction of the Directors that the transfer bona fide falls within one of these exceptions and PROVIDED FURTHER THAT the Company shall not be bound to recognise any Trust that may be disclosed hereunder for the purposes of any other of the Articles of Association herein.

1383541

MINUTES OF MEETING OF BOARD OF DIRECTORS OF Sound Thinking Ltd

HELD AT: 15 Osten Mews, London SW7

ON: 2 October 1981

Present: M E Brown
P Russell


The Secretary was instructed to convene an Extraordinary General Meeting of the company to be held at short notice at 15 Osten Mews, London SW7 on 2 October 1981 at 3.30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions as Special Resolutions, viz:-

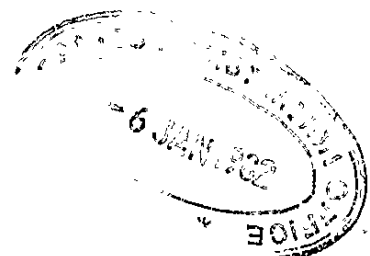
RESOLUTIONS

That the Articles of Association be amended as follows:-

- 1 That the Clause numbered 7 as presented to the meeting be and is hereby duly adopted as Clause 7 of the Articles of Association of the Company and shall be inserted in the Articles of Association of the Company under the heading "Transfer and Transmission of Shares".
- 2 That the existing Clauses in the Articles of Association of the Company numbered 7 to 27 be and are hereby duly re-numbered 8 to 28.

The meeting terminated.

X MB

.....
CHAIRMAN



1383541

SOUND THINKING LIMITED

Elective Resolution

Written Resolution of members of Sound Thinking Limited taken pursuant to Sections 379A, 252, 366A and 386 of the Companies Act 1985 (as amended).

We being members of the company do hereby elect:

1. To dispense with the laying of accounts and reports before the company in general meeting in respect of the year ended 31 August 1991 and subsequent financial years.
2. To dispense with the holding of the Annual General Meeting for 1992 and subsequent years.
3. To dispense with the obligation to appoint auditors annually.

Dated: 24 June 1992

McLorn

Signature

Sarah Brown

Signature

(ON BEHALF
OF
INDIA BRUINS)

BT Scher

Signature

RyBella

Signature



27/9/93



WRITTEN RESOLUTION OF SOUND THINKING LIMITED
COMPANY REGISTERED NUMBER 1383541

The company hereby resolves to change its name to:

INNOVATION CENTRE EUROPE LIMITED

Signed: M E Brown M E BROWN, ESQ.

R Heller R HELLER, ESQ.

B Jobst MRS B JOBST

Sarah Brown MRS S A BROWN
(for MISS I BROWN)

Date: 27/9/93

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1383541

I hereby certify that

SOUND THINKING LIMITED

having by special resolution changed its name,

is now incorporated under the name of

INNOVATION CENTRE EUROPE LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 22 NOVEMBER 1993


M.LEWIS

an authorised officer