



THE COMPANIES ACTS 1948 TO 1976

Form No. 41

41

**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

For official use

Company number

☐ ☐ ☐

1488490

Name of Company

GLASSLAND Limited

I, Stanley / Harold Davis

of 15/17 City Road, London EC1Y 1AA

do solemnly and sincerely declare that I am a person named as director of the Company in the
statement delivered under section 21 of the Companies Act, 1976

GLASSLAND 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 10 Sunbury Avenue

Mill Hill

London NW7

the 14th day of March

One thousand nine hundred and 80

before me

A Solicitor empowered to administer oaths

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

For official use
General section

Post room

Stanley Davis (Company Services) Limited

International Company Registrations and Secretaries

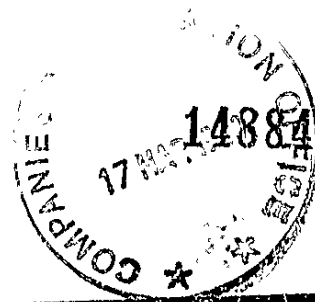
15/17 City Road, London EC1Y 1AA
Telephone 01-253 0631 Telex CLOS DAVIS G
LEED 4110 124

Memorandum of Association

of

GLASSELAND LIMITED

NIC 6311 1/10
The Companies Acts 1948 to 1976
Company Limited by Shares



1. The name of the Company is GLASSELAND 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 within and without the United Kingdom the businesses of exporters, importers, manufacturers, agents, brokers, general merchants and dealers, both wholesale and retail in all commercial goods, manufactured goods and all goods for personal and household use and consumption, ornament, recreation and amusement, and generally in all raw materials, manufactured goods, materials, provisions and general produce, and also the business of storage contractors, wharfingers, carriers, shipping and forwarding agents, warehousemen and store-keepers; and to carry on any other business which is calculated, directly or indirectly to enhance the value of any of the Company's business, property, rights or assets; and to carry on the aforesaid businesses, either together as a single business or as separate and distinct businesses in any part of the world.

STANLEY DAVIES (COMPANY SERVICES) LTD.
15/17 CITY ROAD
LONDON, EC17 1AA
Telephone 01-588 6631

Clauses 3 (B) to (G)

- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company.
- (C) To acquire by purchase, lease, exchange, hire or otherwise, hold for any estate or interest, any land, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business.
- (D) To erect, alter or maintain any buildings, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To acquire by subscription or otherwise and hold, sell, deal with or dispose of any Shares, Stock, Debentures, Debenture Stocks, or other Securities of any kind whatsoever, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stock and other securities of any kind guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (F) To borrow or receive money on deposit either without security or secured by debentures, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking or on all or any of the assets of the Company including uncalled capital, and generally to act as bankers.
- (G) To guarantee support and/or secure either with or without consideration the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any company or person and in particular (but without prejudice to the generality of the foregoing) of 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 business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without

Clauses 3 (H) to (N)

consideration to mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collateral or further to secure any securities of the company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.

- (H) To lend money with or without security, and to invest money of the company upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks, or securities of any company of or in which this company is a member or is otherwise interested, and generally as the Directors think fit.
- (I) To apply for, purchase or otherwise acquire and hold or use any patents, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.
- (J) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants, Consultants, experts or agents.
- (K) To employ experts, consultants and valuers to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (L) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or the interests of this Company and to acquire, hold, dispose of shares, stocks, or securities issued by or any other obligations of any such company.
- (M) To draw, accept and negotiate promissory notes, bills of exchange, and other negotiable instruments.
- (N) To invest and deal with the monies of the Company not immediately required for the purposes of the business of the Company in or upon

Clauses 3 (O) to (S)

such investments and in such manner as the company may approve.

- (O) To pay for any property or rights acquired by the Company either in cash or fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (P) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (Q) To enter into arrangements for joint working in business or amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company.
- (R) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (S) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licenses, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

Clauses 3 (T) to (X)

- (T) To provide for the welfare of persons employed or formerly employed by the Company and to grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.
- (U) To subscribe to or otherwise aid the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.
- (V) To distribute in specie assets of the Company properly distributable amongst the members, 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.
- (W) To do all or any of the things hereinbefore authorised, either alone or in conjunction with others, or as factors, trustees, or agents for others, or by or through factors, trustees or agents.
- (X) To do all such other things as are incidental to or which the Company may think conducive with the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the company shall have full power to exercise all or any of the powers

Clauses 4 to 5

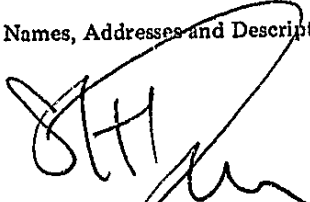
and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

4. The liability of the members is limited. ✓
5. The Share Capital of the Company is £1,000 divided in 1,000 Ordinary 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


STANLEY HAROLD DAVIS
15-17 City Road
LONDON EC1Y 1AA

ONE


Company Director


ALAN RUTLAND
15-17 City Road
LONDON EC1Y 1AA

ONE

Office Manager

Dated the 3rd day of March 1980
Witness to the above Signatures:-


RAJTA DAVIS
15-17 City Road
LONDON EC1Y 1AA
Company Secretary

Articles of Association

The Companies Acts 1948 to 1976
Company Limited by Shares

of

GLASLAND LIMITED

1488490/4

PRELIMINARY.

1. Subject as hereinafter provided the regulations contained in or made applicable by Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the Company.

2. Regulations 22, 24, 53, 58, 71, 75, 79, 84(2), 84(4), 88 to 94 (inclusive) of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A"), shall not apply to the Company, but the Articles hereinafter contained together with the applicable regulations of Part I of Table A and Part II of Table A, shall, subject to the modifications hereinafter expressed, constitute the regulations of the Company. ✓

PRIVATE COMPANY.

3. The Company is a Private Company within the meaning of the Act.

INTERPRETATION.

4. In regulation 1 of Part I of Table A between the words "regulations" and "the Act" the words "and in any articles adopting the same" shall be inserted.

SHARES.

5. The Shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

6. Unless otherwise determined by the Company in General Meeting any shares for the time being unissued shall be offered before they are issued to the Members in proportion as nearly as may be to the number of Shares held by them. Such offer shall be made by written notice specifying the number of Shares offered and the time in which the offer if not accepted will lapse and determine, and after the expiration of such time

or on the receipt of an intimation from the offeree that he declines to accept the Shares so offered the Directors may subject to these Articles, issue the same in such manner and on such terms as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid issue any such new or original Shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning same cannot in the view of the Directors be eventually offered in the manner aforesaid.

7. The proviso to Regulation 15 of Part I of Table A shall not apply to the Company.

8. A member wishing to transfer shares to a person who is not already a member of the Company shall give written notice to the Directors of the Company of his intention accompanied by details of the shares in question. The Directors as agents for such member may dispose of such shares or any of them to members of the Company at a price to be agreed between such transferring member and the Directors, or in the absence of agreement, at a price fixed by the Auditors of the Company acting as valuers as the fair value thereof. If within twenty eight days from the date of the said written notice the Directors are unable to find a member or members willing to purchase all such shares, the transferring member may, subject to Clause 3 of Part II of Table A, dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within six months from the date of the said notice.

LIEN

9. The lien conferred by Clause 11 of Part I of Table "A" shall attach to all Shares, 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 holder thereof or one of two or more joint holders.

SHARE TRANSFERS

10. The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be signed by

or on behalf of the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

PROCEEDINGS AT GENERAL MEETINGS

11. The words "the appointment of and" shall be omitted in regulation 52 of Part I of Table "A".

12. In regulation 54 of Part I of Table A the words "meeting shall stand dissolved" shall be substituted for "members present shall be a quorum".

13. The word "fourteen" shall be substituted for the word "thirty" in regulation 57 of Part I of Table "A".

14. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of a show of hands) demanded by the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

DIRECTORS

15. The first Director or Directors of the Company shall be the person or persons named in the statement delivered under Section 21 of the Companies Act 1976.

16. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one. If at any time and from time to time there shall be only one Director of the Company such Director may act alone in exercising all the powers and authorities vested in the Directors.

17. A person may be appointed a Director notwithstanding that he has

attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.

18. Any Director may by notice in writing signed by him and deposited with the Company appoint an alternate. Such alternate Director must be either a Director of the Company or a person approved by a majority of the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat accordingly, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director. One person may act as alternate director to more than one director and while he is so acting shall be entitled to a separate vote for each director he is representing and if he is himself a Director his vote as an alternate Director shall be in addition to his own vote.

19. Provided that, he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.

20. The office of Director shall be vacated if the Director :-

- (a) Resigns his office by writing under his hand left at the Registered Office.
- (b) Be found or become of unsound mind or becomes bankrupt or compounds with his creditors.
- (c) Becomes for the time being prohibited from being a Director by reason of any order made under Section 188 of the Act or under Section 28 of the Companies Act 1976.
- (d) If he is removed from office by a resolution duly passed under Section 184 of the Companies Act 1948.

- (e) If he is prohibited from being a Director by a Court Order made under Section 9 of the Insolvency Act 1976.

21. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debts, liability or obligation of the Company or of any third party.

SECRETARY

22. The first Secretary of the Company shall be the person named in the Statement delivered under Section 21 of the Companies Act 1976.

SEAL

23. In regulation 113 of Part I of Table A the words "or by some other person appointed by the Directors of the purpose" shall be omitted.

INDEMNITY

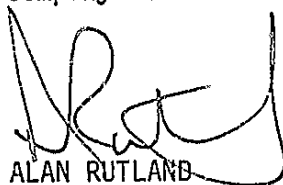
24. Subject to the provisions of Section 205 of the Companies Act, 1948 and in addition to such indemnity as is contained in regulation 136 of Part I of Table A every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

Names, Addresses and Descriptions of Subscribers



STANLEY HAROLD DAVIS
15-17 City Road
LONDON EC1Y 1AA

Company Director

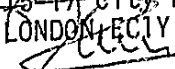


ALAN RUTLAND
15-17 City Road
LONDON EC1Y 1AA

Office Manager

Dated the 3rd day of March 1980
Witness to the above Signatures:-

RITA DAVIS
~~15-17 City Road~~
~~LONDON EC1Y 1AA~~



Company Secretary



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

* delete if
inappropriate

Company number

1488490/S

Name of Company

GLASSLAND

Limited

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

15/17 City Road, London, EC1Y 1AA

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

Stanley Davis (Company Services) Limited

15/17, City Road,

LONDON, EC1Y 1AA

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

Presenter's
reference (if any):

For official use
General section

Post room

Stanley Davis (Company Services) Limited

International Company Registrations and Searches

15/17 City Road, London EC1Y 1AA
Telephone 01-558 6631 Telex 898605-DAVIS G

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)	Stanley Harold Davis	Business occupation	Company Director
Former name(s) (note 3)	NONE	Nationality	British
Address (note 4)	15/17, City Road, London EC1Y 1AA	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
Stanley Davis (Company Services) Limited			
I hereby consent to act as director of the company named on page 1			
Signature		Date 3 MAR 1980	

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:

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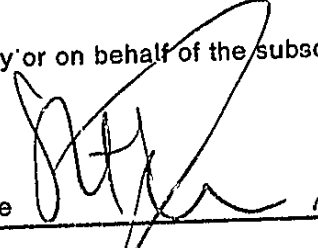



Important
The particulars to be given are those referred to in section 21(2)(b) of the Companies Act 1976 and section 200(3) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (notes 2 & 7)	Alan Rutland
Former name(s) (note 3)	None
Address (notes 4 & 7)	15/17, City Road,, London, EC1A 1AA
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 3 MAR 1980

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

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

Signature  [Subscriber] [Agent]† Date 3 MAR 1980

Signature  [Subscriber] [Agent]† Date 3 MAR 1980

† delete as appropriate



COPY
CERTIFICATE OF INCORPORATION

No. 1488490

I hereby certify that

GLASSLAND 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 31ST MARCH 1980

A handwritten signature in dark ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies

ORDINARY RESOLUTION

Companies Acts 1948 1976
Company Limited by Shares

OF

GLASSLAND LIMITED

1488490/6

AT an EXTRAORDINARY GENERAL MEETING of the above named Company
duly convened and held at 15/17 City Road, London EC1Y 1AA
on 31st March 1980
the following ORDINARY RESOLUTION was duly passed, viz:

RESOLUTION

That the Share Capital of the Company be increased from £1,000
to £20,000 by the creation of an additional 19,000
Ordinary Shares of £1 each, to rank *pari passu* with the
existing Share Capital of the Company.

Signature.....

S H DAVIS

Company No.

1488490

Stanley Davis (Company Services) Limited



15/17 City Road, London EC1Y 1AA
Telephone 01-588 6831
LDE Box No. 274

STANLEY DAVIS (COMPANY SERVICES) LIMITED
15/17 CITY ROAD, LONDON EC1Y 1AA
Telephone 01-588 6831



No of Company

1488490

THE COMPANIES ACTS 1948 TO 1967

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company GLASSLAND Limited*

hereby gives you notice that by ordinary ~~extraordinary~~ resolution of the company dated the
31st March 1980, the nominal capital of the company has been increased by the
addition thereto of a sum of £ 19,000 beyond the registered capital of £1,000.....

The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
19,000	Ordinary	£1

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:-
(If any of the shares are preference shares state whether they are redeemable or not)
to rank pari passu with the existing Share Capital of the Company.

Signed.....

S H DAVIS

State whether

Director or Secretary.....

DIRECTOR

Date

18.4.80

*Delete "Limited" if not applicable
**Delete as necessary

(see notes overleaf)

Presented by:

Stanley Davis (Company Services) Limited
International Company Registrars and Secretaries



15/17 City Road, London EC1Y 1AA
Telephone 01-508 6631

Presenter's reference:



Form No. 10

Special Resolution

GLASSLAND LIMITED ✓

16/5

12/5

AT an EXTRAORDINARY GENERAL MEETING of the above named Company

duly convened and held at 15/17 City Road, London EC1Y 1AA

on 11th April 1980

the following SPECIAL RESOLUTION was duly passed, viz: ✓

Resolution

THAT the name of the Company be changed to:

AID-CALL LIMITED ✓

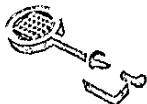
~~167846~~

Signed.....

S H DAVIS ✓

Company No. 1488490 ✓

Stanley Davis (Company Services) Limited



15, 17 City Road, London EC1Y1AA
Telephone 01-583 6631
FAX Box No 274





COPY

CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 1488490

14

I hereby certify that

GLASSLAND LIMITED

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

AID-CALL LIMITED

Given under my hand at Cardiff the

7TH MAY 1980

E. A. WILSON

Assistant Registrar of Companies

SPECIAL RESOLUTION

[A I D. C.]

Companies Acts 1948 1976
Company Limited by Shares

of

GLASSLAND LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above named
Company duly convened and held at 15/17 City Road,
London EC1Y 1AA on 31st March 1980
the subjoined SPECIAL RESOLUTION was duly passed, viz:

RESOLUTION

THAT the existing Clause 3 (A) of the Memorandum of Association
of the Company be deleted, and that the attached Clause 3 (A)
be substituted in its place.

S.H. Davis
Director.

Company No. 1488490

15

GLASSLAND LIMITED
15/17 CITY ROAD
LONDON EC1Y 1AA
TELEPHONE 01-588 6631

Stanley Davis (Company Services) Limited



15/17 City Road, London EC1Y 1AA
Telephone 01-588 6631
LDE Box No. 774

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

- (A) To carry on business as designers, manufacturers, importers, exporters, wholesalers, retailers, operators, hirers, leasers and lessors and dealers in telecommunication equipment of all and every kind; to carry on the business of electronic, electrical mechanical, radio and general engineers and manufacturers, workers and dealers of and in electronic and electrical machinery, appliances, apparatus, goods and accessories of which the application of electricity or any like power or any power that can be used as a substitute therefor is or may be useful, convenient or ornamental; and to carry on any other business of a like nature; to manufacture and deal in either as principals or agents any articles ancillary to or belonging to any such business as aforesaid and all appliances, apparatus and things used in connection therewith or with any inventions, patents or privileges relating thereto; to repair, alter, rebuild, reconstruct, hire, let on hire, and generally deal in all machinery, appliances, apparatus and goods and all accessories thereto likely to be required by customers of or persons having dealings with the Company.

Memorandum of Association

The Companies Acts 1948 to 1976
Company Limited by Shares

of

AID-CALL LIMITED

(As amended by Special Resolution passed 31st March 1980)

1. The name of the Company is * Aid-Call 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 designers, manufacturers, importers, exporters, wholesalers, retailers, operators, hirers, leasers and lessors and dealers in telecommunication equipment of all and every kind; to carry on the business of electronic, electrical mechanical, radio and general engineers and manufacturers, workers and dealers of and in electronic and electrical machinery, appliances, apparatus, goods and accessories of which the application of electricity or any like power or any power that can be used as a substitute therefor is or may be useful, convenient or ornamental; and to carry on any other business of a like nature; to manufacture and deal in either as principals or agents any articles ancillary to or belonging to any such business as aforesaid and all appliances, apparatus and things used in connection therewith or with any inventions, patents or privileges relating thereto; to repair, alter, rebuild, reconstruct, hire, let on hire, and generally deal in all machinery, appliances, apparatus and goods and all accessories thereto likely to be required by customers of or persons having dealings with the Company.

TPS 0511

*Comments:
Importance
Exporters*

*The name of the Company was changed from GLASSLAND LIMITED by Special Resolution passed 11th April 1980.

Clauses 3 (B) to (G)

- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company.
- (C) To acquire by purchase, lease, exchange, hire or otherwise, hold for any estate or interest, any land, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business.
- (D) To erect, alter or maintain any buildings, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To acquire by subscription or otherwise and hold, sell, deal with or dispose of any Shares, Stock, Debentures, Debenture Stocks, or other Securities of any kind whatsoever, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stock and other securities of any kind guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (F) To borrow or receive money on deposit either without security or secured by debentures, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking or on all or any of the assets of the Company including uncalled capital, and generally to act as bankers.
- (G) To guarantee support and/or secure either with or without consideration the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any company or person and in particular (but without prejudice to the generality of the foregoing) of 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 business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without

consideration to mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collateral or further to secure any securities of the company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.

- (H) To lend money with or without security, and to invest money of the company upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks, or securities of any company of or in which this company is a member or is otherwise interested, and generally as the Directors think fit.
- (I) To apply for, purchase or otherwise acquire and hold or use any patents, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.
- (J) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants, Consultants, experts or agents.
- (K) To employ experts, consultants and valuers to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (L) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or the interests of this Company and to acquire, hold, dispose of shares, stocks, or securities issued by or any other obligations of any such company.
- (M) To draw, accept and negotiate promissory notes, bills of exchange, and other negotiable instruments.
- (N) To invest and deal with the monies of the Company not immediately required for the purposes of the business of the Company in or upon

such investments and in such manner as the company may approve.

- (O) To pay for any property or rights acquired by the Company either in cash or fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (P) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (Q) To enter into arrangements for joint working in business or amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company.
- (R) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (S) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licenses, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

- (T) To provide for the welfare of persons employed or formerly employed by the Company and to grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.
- (U) To subscribe to or otherwise aid the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.
- (V) To distribute in specie assets of the Company properly distributable amongst the members, 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.
- (W) To do all or any of the things hereinbefore authorised, either alone or in conjunction with others, or as factors, trustees, or agents for others, or by or through factors, trustees or agents.
- (X) To do all such other things as are incidental to or which the Company may think conducive with the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the company shall have full power to exercise all or any of the powers

and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

4. The liability of the members is limited. ~~_____~~

5.* The Share Capital of the Company is £20,000 divided into 20,000 Ordinary Shares of £1 each.

*The Share Capital of the Company was increased from £1,000 by Ordinary Resolution passed 31st March 1980.

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

STANLEY HAROLD DAVIS
15-17 City Road
LONDON EC1Y 1AA

ONE

Company Director

ALAN RUTLAND
15-17 City Road
LONDON EC1Y 1AA

ONE

Office Manager

Dated the 3rd day of March 1980

Witness to the above Signatures:-

RITA DAVIS
15-17 City Road
LONDON EC1Y 1AA

Company Secretary

Articles of Association

The Companies Acts 1948 to 1976
Company Limited by Shares

of

AID-CALL LIMITED

PRELIMINARY,

1. Subject as hereinafter provided the regulations contained in or made applicable by Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the Company.

2. Regulations 22, 24, 53, 58, 71, 75, 79, 84(2), 84(4), 88 to 94 (inclusive) of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A"), shall not apply to the Company, but the Articles hereinafter contained together with the applicable regulations of Part I of Table A and Part II of Table A, shall, subject to the modifications hereinafter expressed, constitute the regulations of the Company.

PRIVATE COMPANY.

3. The Company is a Private Company within the meaning of the Act.

INTERPRETATION.

4. In regulation 1 of Part I of Table A between the words "regulations" and "the Act" the words "and in any articles adopting the same" shall be inserted.

SHARES.

5. The Shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

6. Unless otherwise determined by the Company in General Meeting any shares for the time being unissued shall be offered before they are issued to the Members in proportion as nearly as may be to the number of Shares held by them. Such offer shall be made by written notice specifying the number of Shares offered and the time in which the offer if not accepted will lapse and determine, and after the expiration of such time

or on the receipt of an intimation from the offeree that he declines to accept the Shares so offered the Directors may subject to these Articles, issue the same in such manner and on such terms as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid issue any such new or original Shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning same cannot in the view of the Directors be eventually offered in the manner aforesaid.

7. The proviso to Regulation 15 of Part I of Table A shall not apply to the Company.

8. A member wishing to transfer shares to a person who is not already a member of the Company shall give written notice to the Directors of the Company of his intention accompanied by details of the shares in question. The Directors as agents for such member may dispose of such shares or any of them to members of the Company at a price to be agreed between such transferring member and the Directors, or in the absence of agreement, at a price fixed by the Auditors of the Company acting as valuers as the fair value thereof. If within twenty eight days from the date of the said written notice the Directors are unable to find a member or members willing to purchase all such shares, the transferring member may, subject to Clause 3 of Part II of Table A, dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within six months from the date of the said notice.

LIEN

9. The lien conferred by Clause 11 of Part I of Table "A" shall attach to all Shares, 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 holder thereof or one of two or more joint holders.

SHARE TRANSFERS

10. The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be signed by

or on behalf of the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

PROCEEDINGS AT GENERAL MEETINGS

11. The words "the appointment of and" shall be omitted in regulation 52 of Part I of Table "A".

12. In regulation 54 of Part I of Table A the words "meeting shall stand dissolved" shall be substituted for "members present shall be a quorum".

13. The word "fourteen" shall be substituted for the word "thirty" in regulation 57 of Part I of Table "A".

14. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of a show of hands) demanded by the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

DIRECTORS

15. The first Director or Directors of the Company shall be the person or persons named in the statement delivered under Section 21 of the Companies Act 1976.

16. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one. If at any time and from time to time there shall be only one Director of the Company such Director may act alone in exercising all the powers and authorities vested in the Directors.

17. A person may be appointed a Director notwithstanding that he has

attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.

18. Any Director may by notice in writing signed by him and deposited with the Company appoint an alternate. Such alternate Director must be either a Director of the Company or a person approved by a majority of the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat accordingly, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director. One person may act as alternate director to more than one director and while he is so acting shall be entitled to a separate vote for each director he is representing and if he is himself a Director his vote as an alternate Director shall be in addition to his own vote.

19. Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.

20. The office of Director shall be vacated if the Director :-

- (a) Resigns his office by writing under his hand left at the Registered Office.
- (b) Be found or become of unsound mind or becomes bankrupt or compounds with his creditors.
- (c) Becomes for the time being prohibited from being a Director by reason of any order made under Section 188 of the Act or under Section 28 of the Companies Act 1976.
- (d) If he is removed from office by a resolution duly passed under Section 184 of the Companies Act 1948.

- (e) If he is prohibited from being a Director by a Court Order made under Section 9 of the Insolvency Act 1976.

21. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debts, liability or obligation of the Company or of any third party.

SECRETARY

22. The first Secretary of the Company shall be the person named in the Statement delivered under Section 21 of the Companies Act 1976.

SEAL

23. In regulation 113 of Part I of Table A the words "or by some other person appointed by the Directors for the purpose" shall be omitted.

INDEMNITY

24. Subject to the provisions of Section 205 of the Companies Act, 1948 and in addition to such indemnity as is contained in regulation 136 of Part I of Table A every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

Names, Addresses and Descriptions of Subscribers

STANLEY HAROLD DAVIS
15-17 City Road
LONDON EC1Y 1AA

Company Director

ALAN RUTLAND
15-17 City Road
LONDON EC1Y 1AA

Office Manager

Dated the 3rd day of March 1980

Witness to the above Signatures:-

RITA DAVIS
15-17 City Road
LONDON EC1Y 1AA

Company Secretary

G**THE COMPANIES ACTS 1948 TO 1976****Notice of place where register of members is kept or of any change in that place****103**Pursuant to section 110(3) of the Companies Act 1948
as amended by the Companies Act 1976Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use Company number

[] [2] [8] []

1488490

Name of company

*delete if
inappropriate

AID-CALL

Limited*

hereby gives you notice in accordance with section 110(3) of the Companies Act 1948 that the
register of members is now kept at:

16 CLIFFORD STREET

LONDON

W1X 1RG

in lieu of*

where it was previously kept

†delete as
appropriate

Signed

[Director] [Secretary]† Date 27.3.86

Presentor's name, address and
reference (if any):STREATHER & CO
16 CLIFFORD STREET
LONDON W1X 1RG
Ref. CSRFor official use
General section

Post room



G

COMPANIES FORM No. 225(1)

225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

1316

1316

Name of company

* JORDAN & SONS LIMITED

* Insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Note

Please read notes 1 to 5 overleaf before completing this form

Day Month

3 1 1 2

† delete as appropriate

The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year

3 1 1 2 1 9 8 5

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

See note 4c and complete as appropriate

The company is a [subsidiary][holding company]† of

company number

the accounting reference date of which is

Signed

J. Jordan

[Director][Secretary]† Date 19-12-86

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 253 3030
TELEX 251010



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

ERNEST AND WHINNEY
BROADWALK HOUSE
SOUTHERNHAM WEST
EXETER
EX1 1LF

Ref: 21/1425/86/1MW

For official Use
General Section

Post room



Part doc

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

AID-CALL LIMITED

(Adopted by Special Resolution passed on
[6th] day of [February] 1987)

PRELIMINARY

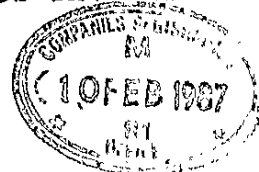
1. The Regulations contained in Table A ("Table A") in the Schedule to The Companies (Tables A to F) Regulations 1985, as amended at the date of adoption of these Articles, shall except where the same are excluded or varied by or inconsistent with these Articles apply to the Company. Unless otherwise indicated, any reference in these Articles to a Regulation shall mean the Regulation of that number in Table A.

INTERPRETATION

2. In these Articles unless the context otherwise requires:-

"these Articles" means these Articles of Association in their present form or as from time to time altered;

"the Companies Acts" means every statute from time to time in force concerning companies insofar as the same applies to the Company;



"Member" means a Member of the Company.

"Secretary" means any person qualified in accordance with the provisions of the Companies Acts and appointed by the Directors to perform any of the duties of the Secretary including a joint, temporary or assistant secretary;

any words or expressions defined in the Companies Acts in force at the date when these Articles or any part thereof are adopted shall bear the same meaning in these Articles or such other part (as the case may be);

where for any purpose an ordinary resolution of the Company is required, a special or extraordinary resolution shall also be effective, and where an extraordinary resolution is required a special resolution shall also be effective.

AUTHORISED SHARE CAPITAL

3. (A) The authorised share capital³ of the Company at the date of the adoption of these Articles is £250,000 divided into 5 million Ordinary Shares of 05p each

UNISSUED SHARE CAPITAL

4. Subject to the provisions of the Companies Acts and these Articles and to any direction to the contrary which may be given by ordinary or other resolution of the Company, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Directors who may offer, allot, grant options over or grant any right or rights to subscribe for such shares or any right or rights to convert any security into such shares or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine.

5. (A) For the purposes of section 80 of the Companies Act 1985, the Directors are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities as defined in the said section up to an aggregate nominal amount of £25,000. This authority shall expire five years from the date on which the resolution adopting these Articles is passed but may be previously revoked or varied by the Company in general meeting and may from time to time be renewed by the Company in general meeting for a further period not exceeding five years. The Company may make any offer or agreement before the expiry of this authority that would or might require relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities in pursuance of any such offer or agreement as if this authority had not expired.

(B) Sections 89(1), 90(1) to (5) and 90(6) of the Companies Act 1985 shall not apply.

PRE-EMPTION AND TRANSFER OF SHARES

6. (A) Any share may be transferred

(1) by a Member or (in the case of a deceased Member) by his personal representatives to a Family Member or (in the case of a Member which is a body corporate) to any company which is the holding company (as such expression is defined in Section 736 of the Companies Act 1985) ("Holding Company") of such Member or any subsidiary (as such expression is defined in the said Section 736) ("Subsidiary Company") of such Holding Company or

(2) by a Member to any person or body corporate which is at the date of such transfer already a Member of the Company or

(3) by a Member to any person with the prior written consent of all the Members of the Company for the time being other than the transferor

all of which persons or bodies corporate are hereinafter referred to as "Permitted Transferees"

(B) For the purposes of this Article "Family Member" shall mean, in relation to a Member, any spouse, parent, child, grandchild, brother, sister or child of any brother or sister, or the trustees of any trust the beneficiaries of which include any such person or a Member.

(C) Any Member (or his personal representatives (as the case may be)) desiring to sell, transfer or otherwise dispose of the shares which he holds to a Permitted Transferee shall deliver an executed instrument or instruments of transfer of the shares, duly stamped, to the Directors and the Directors shall cause the name of the transferee to be entered in the Register as the holder of the shares.

(D) Any Member ("the proposing transferor") desiring to sell, transfer or otherwise dispose of any of the shares which he holds (otherwise than pursuant to paragraph (A) of this Article) shall give notice in writing ("the transfer notice") to the Company at its registered office specifying the number of shares ("the Shares") which he proposes to transfer and the third party (if any) to whom he proposes to

transfer the Shares if they are not purchased by a Member of the Company pursuant to the following provisions of this Article and the price at which he proposes to transfer the Shares if such a price has been determined upon by him ("the Nominated Price"). A transfer notice shall only be revocable with the consent of the Directors.

(E) The transfer notice shall constitute the Directors the agents of the proposing transferor for the sale of the Shares at the Nominated Price or if there is no Nominated Price at the fair value ("the fair value") of the Shares to be determined in accordance with paragraph (H) hereof. In the event that it is necessary for the fair value of the Shares to be determined in accordance with paragraph (H) hereof the Directors shall arrange as soon as practicable for the fair value to be so determined. Forthwith upon receipt of the transfer notice by the Directors or (if applicable) of the determination of the fair value the Directors shall notify the Members of the Company that the Shares are to be sold. Such notification shall state:-

- (1) the number and class of Shares offered;
- (2) the Nominated Price or fair value (as the case may be) of the Shares;
- (3) the third party specified in the transfer notice (if any); and
- (4) that, if such offer is not accepted in writing within 14 days of the date of the notification, it will be deemed to be declined;

(F) If the said Members or any of them shall within the said period of 14 days apply for all of the shares, the Company shall allocate the Shares to and amongst the applicants who together have applied for all or any of the Shares (and in the case of competition for all or any of the Shares in the proportions that the number of shares of which such competing members are or are entitled to be registered as holder bears to the aggregate number of such competing members shares)

(G) If all the Members of the Company in aggregate do not claim all of the Shares offered by the Directors then the offer shall be deemed to have been declined.

(H) The fair value of an Ordinary Share shall be a proportion of the value of all the issued Shares in the capital of the Company equal to the proportion which the capital paid up on such share bears to the capital paid up on all the issued Ordinary Shares in the capital of the Company. The value of all the issued Ordinary Shares in the capital of the Company shall be the amount certified at the expense of the Company by the Auditors for the time being of the Company

(who shall be deemed in so certifying to act as expert and not as arbiter and whose certificate shall be final) to be the value thereof in the open market as between a willing buyer and a willing seller with the Company as a going concern.

(I) The proposing transferor(s) shall be bound (in the event that all of the Shares offered by the Directors to the Members are accepted) to transfer to each purchaser of the Shares the number of Shares being purchased by him upon payment by such purchaser to the proposing transferor of the Nominated Price or fair value (as the case may be) for the Shares which payment shall be made within fourteen days of the acceptance of the offer or (if later) of the ascertainment of how many Shares each purchaser is to purchase pursuant to paragraphs (E), (F) and (G) above.

(J) If in any case the proposing transferor(s), after having become bound as aforesaid, shall make default in transferring any Shares, the Directors may receive the purchase money which shall be paid into a separate bank account and the Directors shall within a reasonable period nominate some person to execute an instrument or instruments of transfer of the relevant Shares in the name and on behalf of the proposing transferor(s) and thereafter when such instrument or instruments have been duly stamped, the Directors shall cause the name of the relevant purchasing Member or Members to be entered in the Register as the holder or holders of the relevant Shares and shall hold the purchase money in trust for the proposing transferor(s). The receipt of the Directors for the purchase money shall be a good discharge to the relevant purchasing Member or Members and after his or their names have been entered in the Register in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

(K) If the Directors shall not find a Member or Members willing to purchase all the Shares under the foregoing provisions so that some or all of the Shares remain unsold by the Members of the Company the offer shall be deemed to have been declined in full and the proposing transferor(s) shall be free to transfer the Shares at no less than the Nominated Price or fair value (as the case may be) to the third party specified in the transfer notice (if any) within three months of the end of the 14 day period specified in (E) above;

(L) For the purposes of these Articles, the renunciation or negotiation of any temporary document of title to any share shall constitute a transfer of such share.

7. (A) Except as aforesaid, the instrument of transfer of a share shall be signed by or on behalf of the transferor (and in the case of a transfer of a partly paid share also by the transferee) and the transferor shall be deemed to remain

the holder of the share until the name of the transferee is entered in the Register in respect thereof. All instruments of transfer when registered, shall be retained by the Company. Regulation 23 shall not apply.

(B) Subject to paragraph (C) hereof and the provisions of Article 11 below the Directors shall have no right to refuse to register any proposed transfer of a share made pursuant to or which is permitted by Article 6 PROVIDED THAT the proposing transferor complies with the provisions of Article 6 but the Directors shall refuse to register any other proposed transfer of a share whether or not it is a fully paid share. Regulation 24 shall not apply.

(C) The Directors may decline to register the transfer of a share on which the Company has a lien.

(D) No interest in any share or shares shall be disposed of or created by any means without a transfer of an equivalent number of shares being presented for registration.

(E) The Company shall not charge transfer or registration fees.

8. The Members may if they all think fit, agree in writing to waive the provisions of Article 6 in any particular case.

REDEEMABLE SHARES

9. Subject to the provisions of the Companies Acts, any shares may, with the sanction of a special resolution, be issued on terms that they are, or at the option of the Company or the Member registered in respect of such shares are liable, to be redeemed on such terms and in such manner as may be provided for by these Articles. Regulation 3 shall not apply.

PURCHASE OF OWN SHARES

10. Subject to the provisions of the Companies Acts, the Company may purchase its own shares (including any redeemable shares) and make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

TRANSFER OF CONTROL

11. (A) Any transfer of shares the registration of which would whether alone or in conjunction with the registration of any other transfer(s) result in control of the Company (within the meaning of section 302 Income and Corporation Taxes Act 1970) being acquired by any person or by connected persons (within the meaning of section 533 Income and Corporation Taxes Act 1970) shall be governed by the

provisions of this Article.

(B) The Directors shall refuse to register a transfer or transfers the registration of which would result in control of the Company being acquired by a person or connected persons ("the Offeror") unless:-

- (1) the transfer has been made on the terms of and pursuant to an offer made by the Offeror to purchase the entire issued share capital of the Company; or
- (2) the Offeror produces evidence satisfactory to the Directors that an offer has been made to all Members of the Company not connected with the Offeror to purchase the Ordinary Shares held by such Members on terms and conditions no less favourable than those pursuant to which the transfer or transfers under consideration were made.

PROCEEDINGS AT GENERAL MEETINGS

12. Subject to the provisions of the Companies Acts, a resolution in writing expressed to be an ordinary, extraordinary or special resolution signed by or on behalf of all the Members who would be entitled to receive notice of and attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effectual as if it had been passed as such a resolution at a general meeting duly convened and held. Any such resolution may consist of several documents in the like form each signed by or on behalf of one or more Members. Regulation 53 shall not apply.

13. At any General Meeting, a Resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman, or by any Member present in person or by proxy and entitled to vote. Unless a poll be so demanded, a declaration by the Chairman that a Resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn. Regulation 46 shall not apply.

14. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every Member present in person and every person present as a proxy for a Member or Members shall have one vote, and on a poll every Member shall have one vote for each share of which he is the holder. Regulation 54 shall not apply.

DIRECTORS

15. Unless and until otherwise determined by ordinary resolution, the Directors shall not be less than two in number. Regulation 64 shall not apply.

16. A Director shall not be required to hold any Shares of the Company by way of qualification. A Director who is not a Member of the Company shall nevertheless be entitled to attend and speak at all General Meetings of the Company or of any class of Members of the Company.

17. The Directors may repay to any Director all such reasonable expenses as may properly be incurred in attending and returning from Meetings of the Directors or of any Committee of the Directors or General Meetings of the Company or any class of Members of the Company or otherwise in or

about the business of the Company. A Director who is appointed to any executive office or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission, participation in profits or otherwise as the Directors may determine.

BORROWING POWERS

18. Subject to the aftermentioned limitation the Directors may exercise all the powers of the Company to borrow money without limits to amount and upon such terms and in such manner as they think fit and to grant any mortgage or charge (either fixed or floating) over the undertaking, property and uncalled capital or any part thereof of the Company and, subject to Section 80 of the Companies Act 1985, to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party, provided that the Company shall procure that:

The aggregate amounts for the time being remaining undischarged by virtue of any of the following operations by the Company:-

- (a) borrowing or securing the payment of the money;
- (b) guaranteeing the payment of money and the fulfilment of obligations and the performances of contracts;
- (c) acquiring by way of hire purchase, credit sale or equipment leasing any assets; and
- (d) mortgaging or charging the property assets and uncalled capital of the Company and issuing debentures

and by virtue of any like operations by a subsidiary of the Company (including any liability, whether ascertained or contingent) under any guarantee for the time being in force but excluding inter-company loans, mortgages and charges) shall not

exceed the amount which is the greater of 2500,000 or an amount equal to twice the aggregate of (a) the nominal amount of the share capital of the Company for the time being issued and paid up or credited as paid up and (b) the amounts for the time being standing to the credit of the capital and revenue reserves and the share premium account of the Company and all its subsidiaries (including any amounts set aside for deferred

taxation but excluding any amounts arising from the writing up of the book values of any capital assets and any amounts attributable to goodwill and minority interests) all as shown by the then latest audited consolidated balance sheet of the Company but provided that no such sanction shall be required to the borrowing of any sum of money intended to be applied in the repayment (with or without premium) of any monies then already borrowed and outstanding, notwithstanding that the same may result in such limit being exceeded.

POWERS AND DUTIES OF DIRECTORS

19. A Director who to his knowledge is in any way, whether directly or indirectly, interested in a transaction, contract, arrangement or agreement or a proposed transaction, contract, arrangement or agreement with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with section 317 of the Companies Act 1985. Subject where applicable to such disclosure, a Director shall be entitled to vote in respect of any such matter in which he is interested and if he shall do so his vote shall be counted, and he shall be taken into account in ascertaining whether a quorum is present. Regulation 94 shall not apply.

20. Each Director shall have the power to appoint any person (whether a Director or not) to be his alternate Director and may at his discretion remove such alternate Director. If such alternate Director is not another Director, such appointment, unless previously approved by the Board, shall have effect only upon and subject to it being so approved. Any appointment or removal of an alternate Director shall be effected by notice in writing signed by the appointor and delivered to the Secretary at the registered office of the Company or tendered at a meeting of the Directors. An alternate Director shall, if his appointor so requests, be entitled to receive notices of meetings of the Directors or of a committee of the Directors to the same extent as, but in lieu of, his appointor and shall be entitled to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally at such meeting to exercise and discharge all the functions, powers and duties of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. Every person acting as an alternate Director shall (except as regards power to appoint an alternate Director and remuneration) be subject in all respects to the provisions of these Articles relating to the Directors and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for his appointor. An alternate Director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent mutatis mutandis as if he were a Director but shall not be entitled to receive from the Company any fee in his capacity as an alternate Director.

except only such part (if any) of the remuneration otherwise payable to the Director appointing him as such Director may by notice in writing to the Company from time to time direct. Every person acting as an alternate Director shall have one vote for every Director for whom he acts as alternate (in addition to his own vote if he is also a Director). The signature of an alternate Director to any resolution in writing of the Directors or a committee of the Directors shall (unless the notice of his appointment provides to the contrary) be as effective as the signature of his appointor. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director.

21. The Directors on behalf of the Company may exercise all the powers of the Company to grant pensions, annuities, gratuities and superannuation or other allowances and benefits in favour of any person including any Director, or former Director or the relations, connections or dependants of any Director or former Director. A Director or former Director shall not be accountable to the Company or the Members for any benefit of any kind conferred under or pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company.

22. A director present at any meeting shall not be required to sign his name in any book.

APPOINTMENT AND REMOVAL OF DIRECTORS

23 The Directors and the Company by ordinary resolution shall each have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall (subject to the provisions of the Companies Acts) hold office until he is removed pursuant to these Articles.

24 No Director shall be required to retire or vacate his office or be ineligible for reappointment as a Director, nor shall any person be ineligible for appointment as a Director, by reason of his having attained any particular age. Regulation 81 shall be varied accordingly.

25 Regulation 81(e) and Regulations 73 to 80 (inclusive) shall not apply.

PROCEEDINGS OF DIRECTORS

26 A resolution in writing signed by or on behalf of all the Directors (or their duly appointed alternates) for the time being in the United Kingdom (provided that number is sufficient to constitute a quorum) shall be as valid and effectual as if it had been passed at a meeting of the

Directors duly convened and held. Any such resolution may consist of several documents in the like form each signed by or on behalf of one or more of the Directors. Regulation 93 shall not apply.

27. The Directors may delegate any of their powers to committees consisting of such person or persons (whether Directors or not) as they think fit, and Regulation 72 shall be varied accordingly.

28. The Directors may entrust to and confer upon any Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

EXECUTIVE DIRECTORS

29. Subject to the provisions of the Companies Acts, the Directors may from time to time appoint one or more of their body to any executive office (including that of managing director, manager or any other salaried office) for such period and upon such terms as the Directors may determine and may revoke or terminate any such appointment. Any such revocation or termination as aforesaid shall be without prejudice to any claim for damages that such Director may have against the Company, or the Company may have against such Director, for any breach of any contract of service between him and the Company which may be involved in such revocation or termination.

30. Any Director appointed to an executive office shall receive such remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Directors may determine, and either in addition to or in lieu of his remuneration as a Director. Regulation 84 shall not apply.

NOTICES

31. Any notice or other document (including a share certificate) may be served on or delivered to any Member by the Company either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members, or by delivering it to or leaving it at such registered address, addressed as aforesaid, or by any other means provided such other means have been authorised in writing by the Member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Any notice or other document served or delivered in accordance with these Articles shall be deemed duly served or

delivered notwithstanding that the Member is then dead or bankrupt or otherwise under any legal disability or incapacity and whether or not the Company had notice thereof. Any such notice or other document, if sent by first-class post, shall be deemed to have been served or delivered on the day after the day when the same was put in the post, and in proving such service or delivery it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post.

32. Notice of every general meeting shall be given in any manner authorized by or under these Articles to all Members other than such as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company. Provided that any Member may in writing waive notice of any meeting either prospectively or retrospectively and if he shall do so it shall be no objection to the validity of such meeting that notice was not given to him. Regulations 111, 112, 113, 114, 115 and 116 shall not apply.

WINDING UP

33 If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the Court) the liquidator may, with the authority of an extraordinary resolution and subject to any provision sanctioned in accordance with the provisions of the Companies Acts, divide among the Members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such values as he deems fair upon any assets to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The Liquidator may, with the like authority, vest the whole or any part of the assets in trustees upon such trusts for the benefit of Members as the Liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability and the Liquidator may make any provision referred to in and sanctioned in accordance with the provisions of the Companies Acts. Regulation 117 shall not apply.

INDEMNITY

34 Subject to the provisions of the Companies Acts, every Director, alternate Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or

criminal, that relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted by the Court. Regulation 118 shall not apply.

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

AID-CALL LIMITED

(Adopted by Special Resolution passed on
[6th] day of [February] 1987)

PRELIMINARY

1. The Regulations contained in Table A ("Table A") in the Schedule to The Companies (Tables A to F) Regulations 1985, as amended at the date of adoption of these Articles, shall except where the same are excluded or varied by or inconsistent with these Articles apply to the Company. Unless otherwise indicated, any reference in these Articles to a Regulation shall mean the Regulation of that number in Table A.

INTERPRETATION

2. In these Articles unless the context otherwise requires:-

"these Articles" means these Articles of Association in their present form or as from time to time altered;

"the Companies Acts" means every statute from time to time in force concerning companies insofar as the same applies to the Company;

"Member" means a Member of the Company.

"Secretary" means any person qualified in accordance with the provisions of the Companies Acts and appointed by the Directors to perform any of the duties of the Secretary including a joint, temporary or assistant secretary;

any words or expressions defined in the Companies Acts in force at the date when these Articles or any part thereof are adopted shall bear the same meaning in these Articles or such other part (as the case may be);

where for any purpose an ordinary resolution of the Company is required, a special or extraordinary resolution shall also be effective, and where an extraordinary resolution is required a special resolution shall also be effective.

AUTHORISED SHARE CAPITAL

3. (A) The authorised share capital of the Company at the date of the adoption of these Articles is £250,000 divided into 5 million Ordinary Shares of 05p each.

UNISSUED SHARE CAPITAL

4. Subject to the provisions of the Companies Acts and these Articles and to any direction to the contrary which may be given by ordinary or other resolution of the Company, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Directors who may offer, allot, grant options over or grant any right or rights to subscribe for such shares or any right or rights to convert any security into such shares or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine.

5. (A) For the purposes of section 80 of the Companies Act 1985, the Directors are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities as defined in the said section up to an aggregate nominal amount of £25,000. This authority shall expire five years from the date on which the resolution adopting these Articles is passed but may be previously renewed or varied by the Company in general meeting and may from time to time be renewed by the Company in general meeting for a further period not exceeding five years. The Company may make any offer or agreement before the expiry of this authority that would or might require relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities in pursuance of any such offer or agreement as if this authority had not expired.

(B) Sections 89(1), 90(1) to (5) and 90(6) of the Companies Act 1985 shall not apply.

PRE-EMPTION AND TRANSFER OF SHARES

6. (A) Any share may be transferred

(1) by a Member or (in the case of a deceased Member) by his personal representatives to a Family Member or (in the case of a Member which is a body corporate) to any company which is the holding company (as such expression is defined in Section 736 of the Companies Act 1985) ("Holding Company") of such Member or any subsidiary (as such expression is defined in the said Section 736) ("Subsidiary Company") of such Holding Company or

(2) by a Member to any person or body corporate which is at the date of such transfer already a Member of the Company or

(3) by a Member to any person with the prior written consent of all the Members of the Company for the time being other than the transferor

all of which persons or bodies corporate are hereinafter referred to as "Permitted Transferees"

(B) For the purposes of this Article "Family Member" shall mean, in relation to a Member, any spouse, parent, child, grandchild, brother, sister or child of any brother or sister, or the trustees of any trust the beneficiaries of which include any such person or a Member.

(C) Any Member (or his personal representatives (as the case may be)) desiring to sell, transfer or otherwise dispose of the shares which he holds to a Permitted Transferee shall deliver an executed instrument or instruments of transfer of the shares, duly stamped, to the Directors and the Directors shall cause the name of the transferee to be entered in the Register as the holder of the shares.

(D) Any Member ("the proposing transferor") desiring to sell, transfer or otherwise dispose of any of the shares which he holds (otherwise than pursuant to paragraph (A) of this Article) shall give notice in writing ("the transfer notice") to the Company at its registered office specifying the number of shares ("the Shares") which he proposes to transfer and the third party (if any) to whom he proposes to

transfer the Shares if they are not purchased by a Member of the Company pursuant to the following provisions of this Article and the price at which he proposes to transfer the Shares if such a price has been determined upon by him ("the Nominated Price"). A transfer notice shall only be revocable with the consent of the Directors.

(E) The transfer notice shall constitute the Directors the agents of the proposing transferor for the sale of the Shares at the Nominated Price or if there is no Nominated Price at the fair value ("the fair value") of the Shares to be determined in accordance with paragraph (H) hereof. In the event that it is necessary for the fair value of the Shares to be determined in accordance with paragraph (H) hereof the Directors shall arrange as soon as practicable for the fair value to be so determined. Forthwith upon receipt of the transfer notice by the Directors or (if applicable) of the determination of the fair value the Directors shall notify the Members of the Company that the Shares are to be sold. Such notification shall state:-

- (1) the number and class of Shares offered;
- (2) the Nominated Price or fair value (as the case may be) of the Shares;
- (3) the third party specified in the transfer notice (if any); and
- (4) that, if such offer is not accepted in writing within 14 days of the date of the notification, it will be deemed to be declined;

(F) If the said Members or any of them shall within the said period of 14 days apply for all of the shares, the Company shall allocate the Shares to and amongst the applicants who together have applied for all or any of the Shares (and in the case of competition for all or any of the Shares in the proportions that the number of shares of which such competing members are or are entitled to be registered as holder bears to the aggregate number of such competing members shares)

(G) If all the Members of the Company in aggregate do not claim all of the Shares offered by the Directors then the offer shall be deemed to have been declined.

(H) The fair value of an Ordinary Share shall be a Ordinary proportion of the value of all the issued Shares in the capital of the Company equal to the proportion which the capital paid up on such share bears to the capital paid up on all the issued Ordinary Shares in the capital of the Company. The value of all the issued Ordinary Shares in the capital of the Company shall be the amount certified at the expense of the Company by the Auditors for the time being of the Company

(who shall be deemed in so certifying to act as expert and not as arbiter and whose certificate shall be final) to be the value thereof in the open market as between a willing buyer and a willing seller with the Company as a going concern.

(I) The proposing transferor(s) shall be bound (in the event that all of the Shares offered by the Directors to the Members are accepted) to transfer to each purchaser of the Shares the number of Shares being purchased by him upon payment by such purchaser to the proposing transferor of the Nominated Price or fair value (as the case may be) for the Shares which payment shall be made within fourteen days of the acceptance of the offer or (if later) of the ascertainment of how many Shares each purchaser is to purchase pursuant to paragraphs (E), (F) and (G) above.

(J) If in any case the proposing transferor(s) after having become bound as aforesaid, shall make default in transferring any Shares, the Directors may receive the purchase money which shall be paid into a separate bank account and the Directors shall within a reasonable period nominate some person to execute an instrument or instruments of transfer of the relevant Shares in the name and on behalf of the proposing transferor(s) and thereafter when such instrument or instruments have been duly stamped, the Directors shall cause the name of the relevant purchasing Member or Members to be entered in the Register as the holder or holders of the relevant Shares and shall hold the purchase money in trust for the proposing transferor(s). The receipt of the Directors for the purchase money shall be a good discharge to the relevant purchasing Member or Members and after his or their names have been entered in the Register in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

(K) If the Directors shall not find a Member or Members willing to purchase all the Shares under the foregoing provisions so that some or all of the Shares remain unsold by the Members of the Company the offer shall be deemed to have been declined in full and the proposing transferor(s) shall be free to transfer the Shares at no less than the Nominated Price or fair value (as the case may be) to the third party specified in the transfer notice (if any) within three months of the end of the 14 day period specified in (E) above;

(L) For the purposes of these Articles, the renunciation or negotiation of any temporary document of title to any share shall constitute a transfer of such share.

7. (A) Except as aforesaid, the instrument of transfer of a share shall be signed by or on behalf of the transferor (and in the case of a transfer of a partly paid share also by the transferee) and the transferor shall be deemed to remain

the holder of the share until the name of the transferee is entered in the Register in respect thereof. All instruments of transfer when registered, shall be retained by the Company. Regulation 23 shall not apply.

(B) Subject to paragraph (C) hereof and the provisions of Article 11 below the Directors shall have no right to refuse to register any proposed transfer of a share made pursuant to or which is permitted by Article 6 PROVIDED THAT the proposing transferor complies with the provisions of Article 6 but the Directors shall refuse to register any other proposed transfer of a share whether or not it is a fully paid share. Regulation 24 shall not apply.

(C) The Directors may decline to register the transfer of a share on which the Company has a lien.

(D) No interest in any share or shares shall be disposed of or created by any means without a transfer of an equivalent number of shares being presented for registration.

(E) The Company shall not charge transfer or registration fees.

8. The Members may if they all think fit, agree in writing to waive the provisions of Article 6 in any particular case.

REDEEMABLE SHARES

9. Subject to the provisions of the Companies Acts, any shares may, with the sanction of a special resolution, be issued on terms that they are, or at the option of the Company or the Member registered in respect of such shares are liable, to be redeemed on such terms and in such manner as may be provided for by these Articles. Regulation 3 shall not apply.

PURCHASE OF OWN SHARES

10. Subject to the provisions of the Companies Acts, the Company may purchase its own shares (including any redeemable shares) and make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

TRANSFER OF CONTROL

11. (A) Any transfer of shares the registration of which would whether alone or in conjunction with the registration of any other transfer(s) result in control of the Company (within the meaning of section 302 Income and Corporation Taxes Act 1970) being acquired by any person or by connected persons (within the meaning of section 533 Income and Corporation Taxes Act 1970) shall be governed by the

provisions of this Article.

(B) The Directors shall refuse to register a transfer or transfers the registration of which would result in control of the Company being acquired by a person or connected persons ("the Offeror") unless:-

- (1) the transfer has been made on the terms of and pursuant to an offer made by the Offeror to purchase the entire issued share capital of the Company; or
- (2) the Offeror produces evidence satisfactory to the Directors that an offer has been made to all Members of the Company not connected with the Offeror to purchase the Ordinary Shares held by such Members on terms and conditions no less favourable than those pursuant to which the transfer or transfers under consideration were made.

PROCEEDINGS AT GENERAL MEETINGS

12. Subject to the provisions of the Companies Acts, a resolution in writing expressed to be an ordinary, extraordinary or special resolution signed by or on behalf of all the Members who would be entitled to receive notice of and attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effectual as if it had been passed as such a resolution at a general meeting duly convened and held. Any such resolution may consist of several documents in the like form each signed by or on behalf of one or more Members. Regulation 53 shall not apply.

13. At any General Meeting, a Resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman, or by any Member present in person or by proxy and entitled to vote. Unless a poll be so demanded, a declaration by the Chairman that a Resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn. Regulation 46 shall not apply.

14. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every Member present in person and every person present as a proxy for a Member or Members shall have one vote, and on a poll every Member shall have one vote for each share of which he is the holder. Regulation 54 shall not apply.

DIRECTORS

15. Unless and until otherwise determined by ordinary resolution, the Directors shall not be less than two in number. Regulation 64 shall not apply.

16. A Director shall not be required to hold any Shares of the Company by way of qualification. A Director who is not a Member of the Company shall nevertheless be entitled to attend and speak at all General Meetings of the Company or of any class of Members of the Company.

17. The Directors may repay to any Director all such reasonable expenses as may properly be incurred in attending and returning from Meetings of the Directors or of any Committee of the Directors or General Meetings of the Company or any class of Members of the Company or otherwise in or

about the business of the Company. A Director who is appointed to any executive office or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission, participation in profits or otherwise as the Directors may determine.

BORROWING POWERS

18. Subject to the aftermentioned limitation the Directors may exercise all the powers of the Company to borrow money without limits to amount and upon such terms and in such manner as they think fit and to grant any mortgage or charge (either fixed or floating) over the undertaking, property and uncalled capital or any part thereof of the Company and, subject to Section 80 of the Companies Act 1985, to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party, provided that the Company shall procure that:

The aggregate amounts for the time being remaining undischarged by virtue of any of the following operations by the Company:-

- (a) borrowing or securing the payment of the money,
- (b) guaranteeing the payment of money and the fulfilment of obligations and the performances of contracts;
- (c) acquiring by way of hire purchase, credit sale or equipment leasing any assets; and
- (d) mortgaging or charging the property assets and uncalled capital of the Company and issuing debentures

and by virtue of any like operations by a subsidiary of the Company (including any liability, whether ascertained or contingent) under any guarantee for the time being in force but excluding inter-company loans, mortgages and charges) shall not

exceed the amount which is the greater of £500,000 or an amount equal to twice the aggregate of (a) the nominal amount of the share capital of the Company for the time being issued and paid up or credited as paid up and (b) the amounts for the time being standing to the credit of the capital and revenue reserves and the share premium account of the Company and all its subsidiaries (including any amounts set aside for deferred

taxation but excluding any amounts arising from the writing up of the book values of any capital assets and any amounts attributable to goodwill and minority interests) all as shown by the then latest audited consolidated balance sheet of the Company but provided that no such sanction shall be required to the borrowing of any sum of money intended to be applied in the repayment (with or without premium) of any monies then already borrowed and outstanding, notwithstanding that the same may result in such limit being exceeded.

POWERS AND DUTIES OF DIRECTORS

19. A Director who to his knowledge is in any way, whether directly or indirectly, interested in a transaction, contract, arrangement or agreement or a proposed transaction, contract, arrangement or agreement with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with section 317 of the Companies Act 1985. Subject where applicable to such disclosure, a Director shall be entitled to vote in respect of any such matter in which he is interested and if he shall do so his vote shall be counted, and he shall be taken into account in ascertaining whether a quorum is present. Regulation 94 shall not apply.

20. Each Director shall have the power to appoint any person (whether a Director or not) to be his alternate Director and may at his discretion remove such alternate Director. If such alternate Director is not another Director, such appointment, unless previously approved by the Board, shall have effect only upon and subject to it being so approved. Any appointment or removal of an alternate Director shall be effected by notice in writing signed by the appointor and delivered to the Secretary at the registered office of the Company or tendered at a meeting of the Directors. An alternate Director shall, if his appointor so requests, be entitled to receive notices of meetings of the Directors or of a committee of the Directors to the same extent as, but in lieu of, his appointor and shall be entitled to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally at such meeting to exercise and discharge all the functions, powers and duties of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. Every person acting as an alternate Director shall (except as regards power to appoint an alternate Director and remuneration) be subject in all respects to the provisions of these Articles relating to the Directors and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for his appointor. An alternate Director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent mutatis mutandis as if he were a Director but shall not be entitled to receive from the Company any fee in his capacity as an alternate Director.

except only such part (if any) of the remuneration otherwise payable to the Director appointing him as such Director may by notice in writing to the Company from time to time direct. Every person acting as an alternate Director shall have one vote for every Director for whom he acts as alternate (in addition to his own vote if he is also a Director). The signature of an alternate Director to any resolution in writing of the Directors or a committee of the Directors shall (unless the notice of his appointment provides to the contrary) be as effective as the signature of his appointor. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director.

21. The Directors on behalf of the Company may exercise all the powers of the Company to grant pensions, annuities, gratuities and superannuation or other allowances and benefits in favour of any person including any Director, or former Director or the relations, connections or dependants of any Director or former Director. A Director or former Director shall not be accountable to the Company or the Members for any benefit of any kind conferred under or pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company.

22. A Director present at any meeting shall not be required to sign his name in any book.

APPOINTMENT AND REMOVAL OF DIRECTORS

23 The Directors and the Company by ordinary resolution shall each have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall (subject to the provisions of the Companies Acts) hold office until he is removed pursuant to these Articles.

24 No Director shall be required to retire or vacate his office or be ineligible for reappointment as a Director, nor shall any person be ineligible for appointment as a Director, by reason of his having attained any particular age. Regulation 81 shall be varied accordingly.

25 Regulation 81(e) and Regulations 73 to 80 (inclusive) shall not apply.

PROCEEDINGS OF DIRECTORS

26 A resolution in writing signed by or on behalf of all the Directors (or their duly appointed alternates) for the time being in the United Kingdom (provided that number is sufficient to constitute a quorum) shall be as valid and effectual as if it had been passed at a meeting of the

Directors duly convened and held. Any such resolution may consist of several documents in the like form each signed by or on behalf of one or more of the Directors. Regulation 93 shall not apply.

27. The Directors may delegate any of their powers to committees consisting of such person or persons (whether Directors or not) as they think fit, and Regulation 72 shall be varied accordingly.

28. The Directors may entrust to and confer upon any Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke withdraw, alter or vary all or any of such powers.

EXECUTIVE DIRECTORS

29. Subject to the provisions of the Companies Acts, the Directors may from time to time appoint one or more of their body to any executive office (including that of managing director, manager or any other salaried office) for such period and upon such terms as the Directors may determine and may revoke or terminate any such appointment. Any such revocation or termination as aforesaid shall be without prejudice to any claim for damages that such Director may have against the Company, or the Company may have against such Director, for any breach of any contract of service between him and the Company which may be involved in such revocation or termination.

30. Any Director appointed to an executive office shall receive such remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Directors may determine, and either in addition to or in lieu of his remuneration as a Director. Regulation 84 shall not apply.

NOTICES

31. Any notice or other document (including a share certificate) may be served on or delivered to any Member by the Company either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members, or by delivering it to or leaving it at such registered address, addressed as aforesaid, or by any other means provided such other means have been authorised in writing by the Member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Any notice or other document served or delivered in accordance with these Articles shall be deemed duly served or

delivered notwithstanding that the Member is then dead or bankrupt or otherwise under any legal disability or incapacity and whether or not the Company had notice thereof. Any such notice or other document, if sent by first-class post, shall be deemed to have been served or delivered on the day after the day when the same was put in the post, and in proving such service or delivery it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post.

32. Notice of every general meeting shall be given in any manner authorised by or under these Articles to all Members other than such as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, Provided that any Member may in writing waive notice of any meeting either prospectively or retrospectively and if he shall do so it shall be no objection to the validity of such meeting that notice was not given to him. Regulations 111, 112, 113, 114, 115 and 116 shall not apply.

WINDING UP

33 If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the Court) the liquidator may, with the authority of an extraordinary resolution and subject to any provision sanctioned in accordance with the provisions of the Companies Acts, divide among the Members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such values as he deems fair upon any assets to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The Liquidator may, with the like authority, vest the whole or any part of the assets in trustees upon such trusts for the benefit of Members as the Liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability and the Liquidator may make any provision referred to in and sanctioned in accordance with the provisions of the Companies Acts. Regulation 117 shall not apply.

INDEMNITY

34 Subject to the provisions of the Companies Acts, every Director, alternate Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or

criminal, that relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted by the Court. Regulation 118 shall not apply.

No. 1488490/43

THE COMPANIES ACT 1948 to 1976

COMPANIES LIMITED BY SHARES

RESOLUTIONS

- of -

AID-CALL LIMITED

PASSED 6th February 1987

At an Extraordinary General Meeting of the above-named Company duly convened and held at [16 Clifford Street London W1X 2AY] on the [6th] day of [February] 1987 the following Resolutions were duly passed as Ordinary and Special Resolutions

ORDINARY RESOLUTIONS

1. That each of existing Shares of £1 each in the capital of the Company will be divided into twenty Shares of 05p each
2. That the capital of the Company be increased to £250,000 by the creation of 4,600,000 Ordinary Shares of 05p each
3. That the Directors be and hereby are generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the maximum amount of £80,000 in nominal value of the authorised share capital of the Company as the same has been increased by the immediately preceding Ordinary Resolution during the period of 5 years from the date of the passing of this Resolution



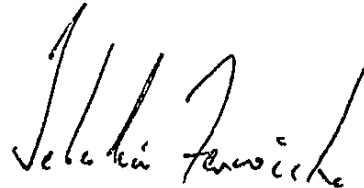
SPECIAL RESOLUTION

4. That the Directors be and hereby are empowered for the purposes of Section 95(1) of the Companies Act 1985 to allot equity securities pursuant to the authority contained in the immediately preceding Ordinary Resolution as if Section 89(1) of that Act did not apply to the allotment

5. That the sum of £80,000 representing part of the amount standing to the credit of the Company's reserve account be capitalised and that such sum be applied in making payment in full at par for 1,600,000 Ordinary Shares of 05p each in the capital of the Company such Shares to be distributed as fully paid amongst the persons who are registered as the holders of the Ordinary Shares of 05p each in the capital of the Company at the closing of the books of the Company on the [4th] day of [February] 1987 at the rate of 4 fully paid Ordinary Shares for every 1 of the said Shares of 05p each held by such persons respectively and that any fractions of Shares arising in the course of such distribution of Shares shall be disregarded and that the whole shares representing such fraction shall be disposed of in such manner as the directors think fit

6. That the existing Articles of Association of the

Company shall cease to apply to it and that the Company adopts in substitution for them the new Articles of Association in the form of the draft annexed to this Resolution

A handwritten signature in cursive script, appearing to read "John Fawcett".

.....
CHAIRMAN

G

COMPANIES FORM No. 122

122

Notice of consolidation, division, sub-division, redemption or cancellation of shares, or conversion, re-conversion of stock into shares

H.

Please do not
write in
this margin

Pursuant to section 122 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[144]

1488430

Name of company

* AID-CALL LIMITED

* Insert full name
of company

gives notice that:

By an Ordinary Resolution passed on the 6th February 1987
each of the existing shares of £1 each in the capital of the
Company were divided into 20 shares of 5p each.

† delete as
appropriate

Signed

Stephen Fenwick

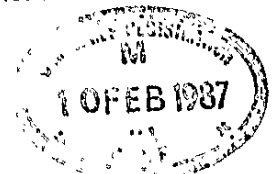
[Director][Secretary]† Date 6.2.87

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

STREATHER & CO
16 Clifford Street
London
W1X 2AY

For official Use
General Section

Post room



Ref: CSP W

oyez T

oyez T Law Stationery Society plc, Oyez House, 237 Long Lane, London SE1 4PU

1985 Edition

1 10 85

Companies G122



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 black type, or
bold block lettering

*Insert full name
of company

To the Registrar of Companies

For official use

Company number

[39]

1488490

Name of company

* AID-CALL LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 6th February 1987 the nominal capital of the company has been
increased by £ 230,000 - beyond the registered capital of £ 20,000 .

†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 (if any) on which the new shares have been or are to be issued are as follows:~~

Please tick here if
continued overleaf

☐

§Delete as
appropriate

Signed

John F. Smith

[Director][Secretary]§ Date 6.2.87

Presentor's name, address and
reference (if any):

STREATHER & CO
16 Clifford Street
London
W1X 2AY

Ref: CSR/JW

For official use

General section

Post room



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoth Street, London SE1 5TS

Companies G123

1985 Edition
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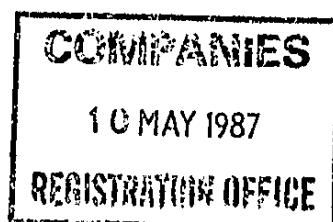
AID-CALL LIMITED

STATEMENT OF SPECIAL RESOLUTIONS PASSED ON 8.5.87

1. That the Company should be re-registered as a Public Company
2. That in consequence of the above Special Resolutions the Memorandum of Association of the Company be amended as follows :-
 - (i) There shall be inserted immediately following Clause 1 of the Memorandum of Association the following new Clause 2 :-

"2 The Company is to be a Public Company"
 - (ii) Clauses 2-5 inclusive of the Memorandum of Association shall be re-numbered as Clauses 3-6 inclusive
3. That the name of the Company shall be changed to :-

"AID-CALL PLC"




.....
CHAIRMAN

1488490/48

MEMORANDUM
OF ASSOCIATION

The Companies Act 1985
Company Limited by Shares.

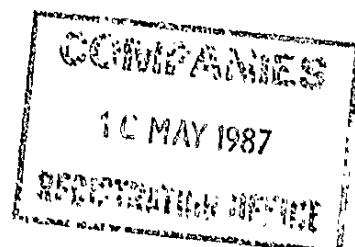
of

AID-CALL PLC

-
1. The name of the Company is *Aid-Call PLC
 2. The Company is to be a Public Company.
 3. The Registered Office of the Company will be situate in England.
 4. The objects for which the Company is established are:-
 - **(A) To carry on business as designers, manufacturers, importers, exporters, wholesalers, retailers, operators, hirers, leasers and lessors and dealers in telecommunication equipment of all and every kind; to carry on the business of electronic, electrical mechanical, radio and general engineers and manufacturers, workers and dealers of and in electronic and electrical machinery, appliances, apparatus, goods and accessories of which the application of electricity or any like power or any power that can be used as a substitute therefor is or may be useful, convenient or ornamental; and to carry on any other business of a like nature; to manufacture and deal in either as principals or agents any articles ancillary to or belonging to any such business as aforesaid and all appliances, apparatus and things used in connection therewith or with any inventions, patents or privileges relating thereto; to repair, alter, rebuild, reconstruct, hire, let on hire, and generally deal in all machinery, appliances, apparatus and goods and all accessories thereto likely to be required by customers of or persons having dealings with the Company.

-
- (1) *The name of the Company was changed from GLASSLAND LIMITED by Special Resolution passed 11th April, 1980.
 - (2) The name of the Company was changed from AID-CALL LIMITED by Special Resolution passed 8th May, 1987.

**As adopted by Special Resolution passed 31st March, 1980.



- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company.
- (C) To acquire by purchase, lease, exchange, hire or otherwise, hold for any estate or interest, any land, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business.
- (D) To erect, alter or maintain any buildings, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To acquire by subscription or otherwise and hold, sell, deal with or dispose of any Shares, Stock, Debentures, Debenture Stocks, or other Securities of any kind whatsoever, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stock and other securities of any kind guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (F) To borrow or receive money on deposit either without security or secured by debentures, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking or on all or any of the assets of the Company including uncalled capital, and generally to act as bankers.
- (G) To guarantee support and/or secure either with or without consideration the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any company or person and in particular (but without prejudice to the generality of the foregoing) of any company which is, for the time being, the company's holding company as defined by Section 736 of the Companies Act 1985 or another subsidiary, as defined by the said section of the company's holding company or otherwise associated with the company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without consideration to mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collateral or further to secure any securities of the company by a Trust Deed or other assurance and to enter into partnership or any joint venture arrangement with any person, persons, firm or company.

- (H) To lend money with or without security, and to invest money of the company upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks, or securities of any company of or in which this company is a member or is otherwise interested, and generally as the Directors think fit.
- (I) To apply for, purchase or otherwise acquire and hold or use any patents, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.
- (J) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants, Consultants, experts or agents.
- (K) To employ experts, consultants and valuers to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (L) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or the interests of this Company and to acquire, hold, dispose of shares, stocks, or securities issued by or any other obligations of any such company.
- (M) To draw, accept and negotiate promissory notes, bills of exchange, and other negotiable instruments.
- (N) To invest and deal with the monies of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the company may approve.
- (O) To pay for any property or rights acquired by the Company either in cash or fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

- (P) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (Q) To enter into arrangements for joint working in business or amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company.
- (R) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (S) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (T) To provide for the welfare of persons employed or formerly employed by the Company and to grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependants.
- (U) To subscribe to or otherwise aid the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.

- (V) To distribute in specie assets of the Company properly distributable amongst the members, 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.
- (W) To do all or any of the things hereinbefore authorised, either alone or in conjunction with others, or as factors, trustees, or agents for others, or by or through factors, trustees or agents.
- (X) To do all such other things as are incidental to or which the Company may think conducive with the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

5. The liability of the members is limited.

6. *The Share Capital of the Company is £250,000 divided into 5 million Ordinary Shares of £0.05 each.

 *(1) The Share Capital of the Company was increased from £1,000 to £20,000 by Ordinary Resolution passed 31st March, 1980.

(2) By Ordinary Resolution passed 6th February, 1987 each Ordinary Share of £1.00 each was sub-divided into 20 ordinary shares of £0.05 each.

(3) By Ordinary Resolution passed 6th February, 1987 the share capital of the Company was increased from £20,000 to £250,000 by the creation of 4,600,000 Ordinary Shares of £0.05.

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

STANLEY HAROLD DAVIS
15-17 City Road
LONDON
EC1Y 1AA

ONE

Company Director

ALAN RUTLAND
15-17 City Road
LONDON
EC1Y 1AA

ONE

Office Manager

Dated the 3rd day of March 1980

Witness to the above Signatures

RITA DAVIS
15-17 City Road
LONDON
EC1Y 1AA

Company Secretary

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

AID-CALL PLC

(Adopted by Special Resolution passed on
6th day of February 1987)

PRELIMINARY

1. The Regulations contained in Table A ('Table A') in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended at the date of adoption of these Articles, shall except where the same are excluded or varied by or inconsistent with these Articles apply to the Company. Unless otherwise indicated, any reference in these Articles to a Regulation shall mean the r in Regulation of that number in Table A.

INTERPRETATION

2. In these Articles unless the context otherwise requires:-

'these Articles' means Articles of Association in their present form or as from time to time altered;

'the Companies Acts' means every statute from time to time in force concerning companies insofar as the same applies to the Company;

'Member' means a Member of the Company.

'Secretary' means any person qualified in accordance with the provisions of the Companies Acts and appointed by the Directors to perform any of the duties of the Secretary including a joint, temporary or assistant secretary;

any words or expressions defined in the Companies Acts in force at the date when these Articles or any part thereof are adopted shall bear the same meaning in these Articles or such other part (as the case may be);

where for any purpose an ordinary resolution of the Company is required, a special or extraordinary resolution shall also be effective, and where an extraordinary resolution is required a special resolution shall also be effective.

AUTHORISED SHARE CAPITAL

3. (A) The authorised share capital 'of the Company' at the date of the adoption of these Articles is £250,000 divided into 5 million Ordinary Shares of 05p each.

UNISSUED SHARE CAPITAL

4. Subject to the provisions of the companies Acts and these Articles and to any direction to the contrary which may be given by ordinary or other resolution of the Company, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Directors who may offer, allot, grant options over or grant any right or rights to subscribe for such shares or any right or rights to convert any security into such shares or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine.
5. (A) For the purposes of section 80 of the Companies Act 1985, the Directors are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities as defined in the said section up to an aggregate nominal amount of £25,000. This authority shall expire five years from the date on which the resolution adopting these Articles is passed but may be previously revoked or varied by the Company in general meeting any may from time to time be renewed by the Company in general meeting for a further period not exceeding five years. The Company may make any offer or agreement before the expiry of this authority that would or might require relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities in pursuance of any such offer or agreement as if this authority had not expired.

(B) Sections 89(1), 90(1) to (5) and 90(6) of the Companies Act 1985 shall not apply.

PRE-EMPTION AND TRANSFER OF SHARES

6. (A) Any share may be transferred

- (1) by a Member or (in the case of a deceased Member) by his personal representatives to a Family Member or (in the case of a Member which is a body corporate) to any company which is the holding company (as such expression is defined in Section 736 of the companies Act 1985) ('Holding Company') of such Member or any subsidiary (as such expression is defined in the said Section 736) ('Subsidiary Company') of such Holding Company or
 - (2) by a Member to any person or body corporate which is at the date of such transfer already a Member of the Company or
 - (3) by a Member to any person with the prior written consent of all the Members of the Company for the time being other than the transferor, all of which persons or bodies corporate are hereinafter referred to as 'Permitted Transferees'.
- (B) For the purposes of this Article 'Family Member' shall mean, in relation to a Member, any spouse, parent, child, grandchild, brother, sister or child of any brother or sister, or the trustees of any trust the beneficiaries of which include any such person or a Member.
- (C) Any Member (or his personal representatives (as the case may be)) desiring to sell, transfer or otherwise dispose of the shares which holds to a Permitted Transferee shall deliver an executed instrument or instruments of transfer of the shares, duly stamped, to the Directors and the Directors shall cause the name of the transferee to be entered in the Register as the holder of the shares.
- (D) Any Member ('the proposing transferor') desiring to sell, transfer or otherwise dispose of any of the shares which he holds (otherwise than pursuant to paragraph (A) of this Article) shall give notice in writing ('the transfer notice') to the Company at its registered office specifying the number of shares ('the shares') which he proposes to transfer and the third party (if any) to whom he proposes to transfer the Shares if they are not purchased by a Member of the Company pursuant to the following provisions of this Article and the price at which he proposes to transfer the Shares if such a price has been determined upon by him ('the Nominated Price'). A transfer notice shall only be revocable with the consent of the Directors.

- (E) The transfer notice shall constitute the Directors the agents of the proposing transferor for the sale of the Shares at the Nominated Price or if there is no Nominated Price at the fair value ('the fair value') of the Shares to be determined in accordance with paragraph (H) hereof. In the event that it is necessary for the fair value of Shares to be determined in accordance with paragraph (H) hereof the Directors shall arrange as soon as practicable for the fair value to be so determined. Forthwith upon receipt of the transfer notice by the Directors of (if applicable) of the determination of the fair value the Directors shall notify the Members of the Company that the Shares are to be sold. Such notification shall state:-
- (1) the number and class of Shares offered;
 - (2) the Nominated Price or fair value (as the case may be) of the Shares;
 - (3) the third party specified in the transfer notice (if any); and
 - (4) that, if such offer is not accepted in writing within 14 days of the date of the notification, it will be deemed to be declined;
- (F) If the said Members or any of them shall within the said period of 14 days apply for all of the shares, the Company shall allocate the Shares to and amongst the applicants who together have applied for all or any of the Shares (and in the case of competition for all or any of the Shares in the proportions that the number of shares of which such competing members are or are entitled to be registered as holder bears to the aggregate number of such competing members shares)
- (G) If all the Members of the Company in aggregate do not claim all of the Shares offered by the Directors then the offer shall be deemed to have been declined.
- (H) The fair value of an Ordinary Share shall be a proportion of the value of all the issued Ordinary Shares in the capital of the Company equal to the proportion which the capital paid up on such share bears to the capital paid up on all the issued Ordinary Shares in the capital of the Company. The value of all the issued Ordinary Shares in the capital of the Company shall be the amount certified at the expense of the Company by the Auditors for the time being of the Company (who shall be deemed in so certifying to act as expert and not as arbiter and whose certificate shall be final) to be the value thereof in the open market as between a willing buyer and a willing seller with the Company as a going concern.

- (I) The proposing transferor(s) shall be bound (in the event that all of the Shares offered by the Directors to the Members are accepted) to transfer to each purchaser of the Shares the number of Shares being purchased by him upon payment by such purchaser to the proposing transferor of the Nominated Price or fair value (as the case may be) for the Shares which payment shall be made within fourteen days of the acceptance of the offer or (if later) of the ascertainment of how many Shares each purchaser is to purchase pursuant to paragraphs (E), (F) and (G) above.
 - (J) If in any case the proposing transferor(s), after having become bound as aforesaid, shall make default in transferring any Shares, the Directors may receive the purchase money which shall be paid into a separate bank account and the Directors shall within a reasonable period nominate some person to execute an instrument or instruments of transfer of the relevant Shares in the name and on behalf of the proposing transferor(s) and thereafter when such instrument or instruments have been duly stamped, the Directors shall cause the name of the relevant purchasing Member or Members to be entered in the Register as the holder or holders of the relevant Shares and shall hold the purchase money in trust for the proposing transferor(s). The receipt of the Directors for the purchase money shall be a good discharge to the relevant purchasing Member or Members and after his or their names have been entered in the Register in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.
 - (K) If the Directors shall not find a Member or Members willing to purchase all the Shares under the foregoing provisions so that some or all of the Shares remain unclaimed by the Members of the Company the offer shall be deemed to have been declined in full and the proposing transferor(s) shall be free to transfer the Shares at no less than the Nominated Price or fair value (as the case may be) to the third party specified in the transfer notice (if any) within three months of the end of the 14 day period specified in (E) above;
 - (L) For the purposes of these Articles, the renunciation or negotiation of any temporary document of title to any share shall constitute a transfer of such share.
7. (A) Except as aforesaid, the instrument of transfer of a share shall be signed by or on behalf of the transferor (and in the case of a transfer of a partly paid share also by the transferee) and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. All instruments of transfer when registered, shall be retained by the Company. Regulation 23 shall not apply.

- (B) Subject to paragraph (C) hereof and the provisions of Article 11 below the Directors shall have no right to refuse to register any proposed transfer of a share made pursuant to or which is permitted by Article 6 PROVIDED THAT the proposing transferor complies with the provisions of Article 6 but the Directors shall refuse to register any other proposed transfer of a share whether or not it is a fully paid share. Regulation 24 shall not apply.
 - (C) The Directors may decline to register the transfer of a share on which the Company has a lien.
 - (D) No interest in any share or shares shall be disposed of or created by any means without a transfer of an equivalent number of shares being presented for registration.
 - (E) The Company shall not charge or transfer registration fees.
8. The Members may if they all think fit, agree in writing to waive the provisions of Article 6 in any particular case.

REDEEMABLE SHARES

9. Subject to the provisions of the Companies Acts, any shares may, with the sanction of a special resolution, be issued on terms that they are, or at the option of the Company or the member registered in respect of such shares are liable, to be redeemed on such terms and in such manner as may be provided for by these Articles. Regulation 3 shall not apply.

PURCHASE OF OWN SHARES

10. Subject to the provisions of the Companies Acts, the Company may purchase its own shares (including any redeemable shares) and make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

TRANSFER OF CONTROL

11. (A) Any transfer of shares the registration of which would whether alone or in conjunction with the registration of any other transfer(s) result in control of the Company (within the meaning of Section 302 Income and Corporation Taxes Act 1970) being acquired by any person or by connected persons (within the meaning of Section 533 Income and Corporation Taxes Act 1970) shall be governed by the provisions of this Article.

(B) The Directors shall refuse to register a transfer or transfers the registration of which would result in control of the Company being acquired by a person or connected persons ('the Offeror') unless:-

- (1) the transfer has been made on the terms of and pursuant to an offer made by the Offeror to purchase the entire issued share capital of the Company; or
- (2) the Offeror produces evidence satisfactory to the Directors that an offer has been made to all Members of the Company not connected with the Offeror to purchase the Ordinary Shares held by such Members on terms and conditions no less favourable than those pursuant to which the transfer or transfers under consideration were made.

PROCEEDINGS AT GENERAL MEETINGS

12. Subject to provisions of the Companies Acts, a resolution in writing expressed to be an ordinary, extraordinary or special resolution signed by or on behalf of all the Members who would be entitled to receive notice of and attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effectual as if it had been passed as such a resolution at a general meeting duly convened and held. Any such resolution may consist of several documents in the like form each signed by or on behalf of one or more Members. Regulation 53 shall not apply.
13. At any General Meeting, a Resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman, or by any Member present in person or by proxy and entitled to vote. Unless a poll be so demanded, a declaration by the Chairman that a Resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn. Regulation 46 shall not apply.
14. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every Member present in person and every person present as a proxy for a Member or Members shall have one vote, and on a poll every Member shall have one vote for each share of which he is the holder. Regulation 54 shall not apply.

DIRECTORS

15. Unless and until otherwise determined by ordinary resolution, the Directors shall not be less than two in number. Regulation 64 shall not apply.
16. A Director shall not be required to hold any Shares of the Company by way of qualification. A Director who is not a Member of the Company shall nevertheless be entitled to attend and speak at all General Meetings of the Company or of any class of Members of the Company.
17. The Directors may repay to any Director all such reasonable expenses as may properly be incurred in attending and returning from Meetings of the Directors or of any Committee of the Directors or General Meetings of the Company or any class of Members of the Company or otherwise in or about the business of the Company. A Director who is appointed to any executive office or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission, participation in profits or otherwise as the Directors may determine.

BORROWING POWERS

18. Subject to the aftermentioned limitation the Directors may exercise all the powers of the Company to borrow money without limits to amount and upon such terms as in such manner as they think fit and to grant any mortgage or charge (either fixed or floating) over the undertaking, property and uncalled capital or any part thereof of the Company and, subject to Section 80 of the Companies Act 1985, to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party, provided that the Company shall procure that the aggregate amounts for the time being remaining undischarged by virtue of any of the following operations by the Company:-
 - (a) borrowing or securing the payment of the money;
 - (b) guaranteeing the payment of money and the fulfilment of obligations and the performances of contracts;
 - (c) acquiring by way of hire purchase, credit sale or equipment leasing any assets; and
 - (d) mortgaging or charging the property assets and uncalled capital of the Company and issuing debentures.

18. ... and by virtue of any like operations by a subsidiary of the Company (including any liability, (whether ascertained or contingent) under any guarantee for the time being in force but excluding inter-company loans, mortgages and charges) shall not exceed the amount which is the greater of £500,000 or an amount equal to twice the aggregate of (a) the nominal amount of the share capital of the Company for the time being issued and paid up or credited as paid up and (b) the amounts for the time being standing to the credit of the capital and revenue reserves and the share premium account of the Company and all its subsidiaries (including any amounts set aside for deferred taxation but excluding any amounts arising from the writing up of the book values of any capital assets and any amounts attributable to goodwill and minority interests) all as shown by the then latest audited consolidated balance sheet of the Company but provided that no such sanction shall be required to the borrowing of any sum of money intended to be applied in the repayment (with or without premium) of any monies then already borrowed and outstanding, notwithstanding that the same may result in such limit being exceeded.

POWERS AND DUTIES OF DIRECTORS

19. A Director who to his knowledge is in any way, whether directly or indirectly, interested in a transaction, contract, arrangement or agreement or a proposed transaction, contract, arrangement or agreement with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with section 317 of the Companies Act 1985. Subject where applicable to such disclosure, a Director shall be entitled to vote in respect of any such matter in which he is interested and if he shall do so his vote shall be counted, and he shall be taken into account in ascertaining whether a quorum is present. Regulation 94 shall not apply.
20. Each Director shall have the power to appoint any person (whether a Director or not) to be his alternate Director and may at his discretion remove such alternate Director. If such alternate Director is not another Director, such appointment, unless previously approved by the Board, shall have effect only upon and subject to it being so approved. Any appointment or removal of an alternate Director shall be effected by notice in writing signed by the appointer and delivered to the Secretary at the registered office of the Company or tendered at a meeting of the Directors. An alternate Director shall, if his appointer so requests, be entitled to receive notices of meetings of the Directors or of a committee of the Directors to the same extent as, but in lieu of, his appointer and shall be entitled to attend and vote as a Director at any such meeting at which his appointer is not personally present and generally at such meeting to exercise and discharge all the functions, powers and duties of his appointer as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director.

Every person acting as an alternate Director shall (except as regards power to appoint an alternate Director and remuneration) be subject in all respects to the provisions of these Articles relating to the Directors and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for his appointer. An alternate Director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent *mutatis mutandis* as if he were as Director but shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except only such part (if any) of the remuneration otherwise payable to the Director appointing him as such Director may by notice in writing to the Company from time to time direct. Every person acting as an alternate Director shall have one vote for every Director for whom he acts as alternate (in addition to his own vote if he is also a Director). The signature of an alternate Director to any resolution in writing of the Directors or a committee of the Directors shall (unless the notice of his appointment provides to the contrary) be as effective as the signature of his appointer. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointer ceases for any reason to be a Director.

21. The Directors on behalf of the Company may exercise all the powers of the Company to grant pensions, annuities, gratuities and superannuation or other allowances and benefits in favour of any person including any Director or former Director or the relations, connections or dependants of any Director or former Director. A Director or former Director shall not be accountable to the Company or the Members for any benefit of any kind conferred under or pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company.
22. A Director present at any meeting shall not be required to sign his name in any book.

APPOINTMENT AND REMOVAL OF DIRECTORS

23. The Directors and the Company by ordinary resolution shall each have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall (subject to the provisions of the Companies Acts) hold office until he is removed pursuant to these Articles.
24. No Director shall be required to retire or vacate his office or be ineligible for reappointment as a Director, nor shall any person be ineligible for appointment as a Director, by reason of his having attained any particular age. Regulation 81 shall be varied accordingly.

25. Regulation 81(e) and Regulations 73 to 80 (inclusive) shall not apply.

PROCEEDINGS OF DIRECTORS

26. A resolution in writing signed by or on behalf of all the Directors (or their duly appointed alternates) for the time being in the United Kingdom (provided that number is sufficient to constitute a quorum) shall be as valid and effectual as if it has been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in the like form each signed by or on behalf of one or more of the Directors. Regulation 93 shall not apply.
27. The Directors may delegate any of their powers to committees consisting of such person or persons (whether Directors or not) as they think fit, and Regulation 72 shall be varied accordingly.
28. The Directors may entrust to and confer upon any Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

EXECUTIVE DIRECTORS

29. Subject to the provisions of the Companies Acts, the Directors may from time to time appoint one or more of their body to an executive office (including that of managing director, manager or any other salaried office) for such period and upon such terms as the Directors may determine and may revoke or terminate any such appointment. Any such revocation or termination as aforesaid shall be without prejudice to any claim for damages that such Director may have against the Company, or the Company may have against such Director, for any breach of any contract of service between him and the Company which may be involved in such revocation or termination.
30. Any Director appointed to an executive office shall receive such remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Directors may determine, and either in addition to or in lieu of his remuneration as a Director. Regulation 84 shall not apply.

NOTICES

31. Any notice or other document (including a share certificate) may be served on or delivered to any Member by the Company either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members, or by delivering it to or leaving it at such registered address, addressed as aforesaid, or by any other means provided such other means have been authorised in writing by the Member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Any notice or other document served or delivered in accordance with these Articles shall be deemed duly served or delivered notwithstanding that the Member is then dead or bankrupt or otherwise under any legal disability or incapacity and whether or not the Company had notice thereof. Any such notice or other document, if sent by first-class post, shall be deemed to have been served or delivered on the day after the day when the same was put in the post, and in proving such service or delivery it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post.
32. Notice of every general meeting shall be given in any manner authorised by or under these Articles to all Members other than such as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, provided that any Member may in writing waive notice of any meeting either prospectively or retrospectively and if he shall do so it shall be no objection to the validity of such meeting that notice was not given to him. Regulations 111, 112, 113/114, 115 and 116 shall not apply.

WINDING UP

33. If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the Court) the liquidator may, with the authority of an extraordinary resolution and subject to any provision sanctioned in accordance with the provisions of the Companies Acts, divide among the Members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such values as he deems fair upon any assets to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members.

The Liquidator may, with the like authority, vest the whole or any part of the assets in trustees upon such trusts for the benefit of Members as the Liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability and the Liquidator may make any provision referred to in and sanctioned in accordance with the provisions of the Companies Acts. Regulation 117 shall not apply.

INDEMNITY

34. Subject to the provisions of the Companies Acts, every Director, alternate Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, that relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted by the Court. Regulation 118 shall not apply.

Names, Addresses and Descriptions of Subscribers

STANLEY HAROLD DAVIS
15-17 City Road
LONDON
EC1Y 1AA

Company Director

ALAN RUTLAND
15-17 City Road
LONDON
E1Y 1AA

Office Manager

Dated the 3rd day of March 1980

Witness to the above Signatures:-

RITA DAVIS
15-17 City Road
LONDON
EC1Y 1AA

Company Secretary

The Companies Act 1985
Company Limited by Shares

AID-CALL PLC

M E M O R A N D U M A N D A R T I C L E S
O F A S S O C I A T I O N

Incorporated the 31st day of March 1980

Company No: 1488490

G

COMPANIES FORM No. 43(3)

Application by a private company for re-registration as a public company

43(3)

Please do not write in this margin

Pursuant to section 43(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

1419

1488490

Name of company

* AID-CALL LIMITED

* insert existing full name of company

§ insert full name of company amended to make it appropriate for this company as a public limited company

applies to be re-registered as a public company by the name of

AID-CALL PLC

and for that purpose delivers the following documents for registration:

- 1 Declaration made by a director or the secretary in accordance with section 43(3)(e) of the above Act (on Form No 43(3)(e))
- 2 Printed copy of memorandum and articles as altered in pursuance of the special resolution under section 43(1)(a) of the above Act.
- 3 Copy of auditors written statement in accordance with section 43(3)(b) of the above Act
- 4 Copy of relevant balance sheet and of auditors unqualified report on it

§ delete if section 44 of the Act does not apply

~~5 Copy of any valuation report. §~~

† delete as appropriate

Signed **FIRM COMPANY SERVICES LTD.**

for and on behalf of

Milton C. Silverman

[Director][Secretary]† Date

21.5.87

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

STREATHER & CO
16 Clifford Street
LONDON W1X 2AY
REF: CSR

For official Use
General Section

COMPANIES

22 MAY 1987

RECEIVED SECTION

Post room

ESO -

NAT. WEST

ESO -

001929

G

COMPANIES FORM No. 43(3)(e)

Declaration of compliance with requirements by a private company on application for re-registration as a public company

43(3)(e)

Please do not
write in this margin

Pursuant to section 43(3)(e) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[[1511]]

1488490

Name of company

* Aid-Call Limited

* insert full name
of company

I, SEBASTIAN EDMUND STEPHEN FENWICK
of Moreton House, Moretonhampstead, Devon. TQ13 8NF

† delete as
appropriate

§ insert date

~~the secretary~~ [a director]† of the company, do solemnly and sincerely declare that:
1 the company, on 8th May 1987 §, passed a special resolution
that the company should be re-registered as a public company;
2 the conditions of sections 44 and 45 of the above Act (so far as applicable) have been satisfied;
3 between the balance sheet date and the application for re-registration, there has been no change in
the company's financial position that has resulted in the amount of its net assets becoming less than
the aggregate of its called-up share capital and undistributable reserves.
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 Moretonhampstead in
the County of Devon.

Declarant to sign below

the 11th day of May
One thousand nine hundred and eighty seven

before me

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

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 253 3030
TELEFAX 26 1010



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

Streather & Co.
16 Clifford Street
LONDON
W1X 2AY

For official Use

General Section

Post room

FILE COPY



CERTIFICATE OF INCORPORATION
ON RE REGISTRATION OF PRIVATE COMPANY
AS A PUBLIC COMPANY

No. 1488490/52

I hereby certify that

AID-CALL LIMITED

formerly registered as a private company has this day
been re-registered under the Companies Act 1985 as a
public company under the name of

AID-CALL PLC

and that the company is limited.

Given under my hand at Cardiff the 27TH MAY 1987

A handwritten signature in dark ink, appearing to read 'T.G. Thomas', written over a horizontal line.

T.G. THOMAS

An Authorised Officer

1488492/50

Ernst & Whinney Chartered Accountants

**REPORT OF THE AUDITORS TO THE DIRECTORS OF AID-CALL LIMITED
UNDER PARAGRAPH 10 OF SCHEDULE 8 TO THE COMPANIES ACT 1985**

In our opinion the directors are entitled under Sections 247 to 249 of the Companies Act 1985 to deliver modified accounts in respect of the period ended 31 December 1986 and the modified accounts on pages 2 to 3 have been properly prepared in accordance with Schedule 8 to that Act. We are not required to express an opinion as to whether these modified accounts show a true and fair view.

As auditors of the company, we reported to the members on 3 February 1987 on the company's accounts prepared under Section 227 of the Companies Act 1985 for the period ended 31 December 1986 and our audit opinion was as follows:

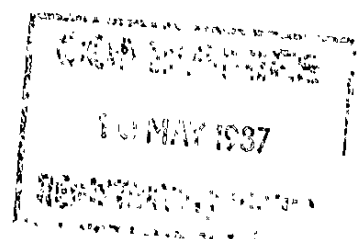
"We have audited the accounts set out on pages 4 to 10 in accordance with approved auditing standards. The accounts have been prepared under the historical cost convention.

In our opinion the accounts give a true and fair view of the state of affairs of the company at 31 December 1986 and of the profit and source and application of funds for the period then ended and comply with the Companies Act 1985."

Ernst & Whinney

Exeter

3 February 1987



AID-CALL LIMITED

2

BALANCE SHEET - 31 DECEMBER 1986

	Note	7 months to 31 December 1986 £	Year ended 31 May 1986 £
FIXED ASSETS			
Tangible assets		336,438	249,460
CURRENT ASSETS			
Debtors	2	72,810	24,326
Investments		50	50
Cash at bank and in hand		52	52
		<u>72,912</u>	<u>24,428</u>
CREDITORS - amounts falling due within one year			
Trade and other creditors		168,251	178,226
Bank loans and overdrafts	3	22,487	60,479
		<u>190,738</u>	<u>238,705</u>
NET CURRENT LIABILITIES		<u>(117,826)</u>	<u>(214,277)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>218,612</u>	<u>35,183</u>
CREDITORS - amounts falling due after more than one year			
Loans	4	74,000	42,250
		<u>144,612</u>	<u>(7,067)</u>
PROVISION FOR LIABILITIES AND CHARGES		<u>35,939</u>	<u>-</u>
TOTAL ASSETS LESS LIABILITIES		<u>£108,673</u>	<u>£(7,067)</u>
CAPITAL AND RESERVES			
Called up share capital	5	20,000	20,000
Profit and loss account		88,673	(27,067)
		<u>£108,673</u>	<u>£(7,067)</u>

We have relied on the exemptions for individual accounts contained in Sections 247 to 249 of the Companies Act 1985. We have done so on the grounds that the company is entitled to the benefit of those exemptions as a small company.



S E S Fenwick - Director

3 February 1987

1 ACCOUNTING POLICIES

(a) Accounting convention

The accounts are prepared under the historical cost convention.

(b) Depreciation

Motor vehicle depreciation is calculated by reducing the net book value to figures taken from a motor trade price guide at the year end. Equipment acquired for subsequent monitoring is not depreciated until installed.

Depreciation on other fixed assets is provided at the following annual rates in order to write off the cost of each assets evenly over its estimated useful life.

Installed monitoring equipment	10%
Fixtures, fittings and office equipment	15%

Installed monitoring equipment, which remains the property of the company and is recoverable is capitalised on the basis of the cost of materials.

(c) Deferred taxation

Provision is made for deferred taxation, using the liability method, on short term timing differences and all other material timing differences which are not expected to continue in the future.

2 DEBTORS FALLING DUE AFTER MORE THAN ONE YEAR

The aggregate amount of debtors falling due after more than one year was £NIL (31 May 1986 - £NIL).

3 BANK LOANS AND OVERDRAFT

The bank loans and overdraft are secured by a debenture dated 28 June 1982. In addition two insurance policies valued at £73,675 are charged to the bank and a personal guarantee for £10,000 has been provided by S E S Fenwick.

4 LOANS

£35,000 is for a term of 10 years at an interest rate of 3% above base rate per annum. £39,000 is for a term of 5 years at an interest rate not exceeding 10% per annum. Both loans may be repaid within their term without additional interest being charged for early settlement, and both are secured by a debenture.

5 CALLED UP SHARE CAPITAL

	31 December 1986 £	31 May 1986 £
Authorised 20,000 Ordinary shares of £1 each	£20,000	£20,000
Allotted, called up and fully paid 20,000 Ordinary shares of £1 each	£20,000	£20,000

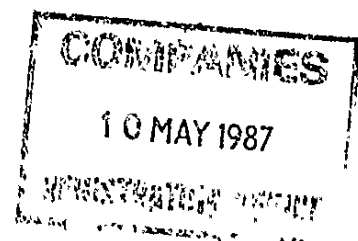
REPORT OF THE AUDITORS TO THE DIRECTORS OF AID-CALL LIMITED FOR THE PURPOSES
OF SECTION 43(3)(b) OF THE COMPANIES ACT 1985

We have examined the balance sheet of Aid-Call Limited at 31 December 1986. In our opinion the amount of the net assets of Aid-Call Limited at that date was not less than the aggregate amount of its called-up share capital and undistributable reserves as defined in section 264 of the Companies Act 1985.

Ernst & Whinney

Exeter

24 April 1987



1488490

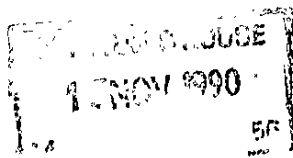
AID-CALL PLC
THE COMPANIES ACT 1985
REGISTERED NUMBER 1488490

Copy Resolutions of the types and in the terms specified below as passed by the Members of the Company named above at their Extraordinary General Meeting duly convened and held at Moreton House, Moreton Hampstead, Devonshire on 20th December 1989.

ORDINARY RESOLUTIONS

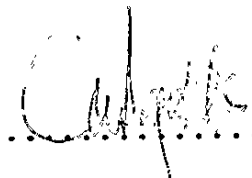
1. That the Company approves the terms of the proposed Share Option Agreement intended to be entered into by the Company and Mr S. C. J. Murray in the form annexed hereto and marked "A" and that the Directors be authorised to take all such steps as are necessary for the purpose of the execution and performance of that Agreement.
2. That the Directors are for the purposes of S80 Companies Act 1985 authorised generally and without conditions for a period of five years from the date of this Resolution to allot relevant securities as defined in the said Section (and to allot shares pursuant to such rights as are mentioned in sub-section 2 (b) of the said Section) up to an aggregate nominal amount of £6,000.00.

15.11.90
389



SPECIAL RESOLUTION

That the Directors are for the purposes of S95 (1) Companies Act 1985 authorised to make the allotments authorised by a Resolution passed today as if the pre-emption provisions of S89 (1) Companies Act 1985 did not apply to them.

.....

DIRECTOR.

DATED 20th December 1989

AID-CALL PLC
THE COMPANIES ACT 1985
REGISTERED NUMBER 1488490

Copy Resolution of the type and in the terms specified below was passed by the Members of the Company named above at their Annual General Meeting duly convened and held at Moreton House, Moreton Hampstead, Devonshire on 25th November 1989.

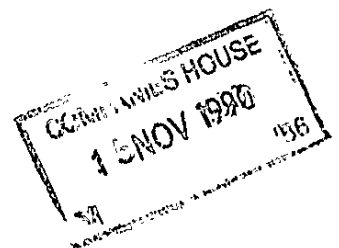
SPECIAL RESOLUTION

That the Articles of Association of the Company be altered by the deletion of Article 18, thereby removing the existing limitations in respect of borrowing powers.

...*S. J. S. Smith*...

DIRECTOR

Dated 25th November 1989.



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

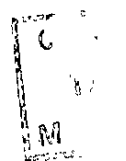
1488490

AID-CALL PLC

MEMORANDUM AND ARTICLES
OF ASSOCIATION

Incorporated the 31st day of March 1980

Company No. 1488490



17.11.90
257

MEMORANDUM
OF ASSOCIATION

The Companies Act 1985
Company Limited by Shares

of

AID-CALL PLC

-
1. The name of the Company is *Aid-Call PLC
 2. The Company is to be a Public Company
 3. The Registered Office of the Company will be situate in England
 4. The objects for which the Company is established are :-
 - ** (A) To carry on business as designers, manufacturers, importers, exporters, wholesalers, retailers, operators, hirers, leasers and lessors and dealers in telecommunication equipment of all and every kind; to carry on the business of electronic, electrical, mechanical, radio and general engineers and manufacturers, workers and dealers of and in electronic and electrical machinery, appliances, apparatus, goods and accessories of which the application of electricity or any like power or any power than can be used as a substitute therefor is or may be useful, convenient or ornamental; and to carry on any other business of a like nature; to manufacture and deal in either as principals or agents any articles ancillary to or belonging to any such business as aforesaid and all appliances, apparatus and things used in connection therewith or with any inventions, patents or privileges relating thereto; to repair, alter, rebuild, reconstruct, hire, let on hire, and generally deal in machinery, appliances, apparatus and goods and all accessories thereto likely to be required by customers of or persons having dealings with the Company.

*(1) The name of the Company was changed from GLASSLAND LIMITED by Special Resolution passed 11th April 1980.

(2) The name of the Company was changed from AID-CALL LIMITED by Special Resolution passed 8th May, 1987.

** As adopted by Special Resolution passed 31st March, 1980.

- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company
- (C) To acquire by purchase, lease, exchange, hire or otherwise hold for any estate or interest, any land, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business.
- (D) To erect, alter or maintain any buildings, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To acquire by subscription or otherwise and hold, sell, deal with or dispose of any Shares, Stock, Debentures, Debenture Stocks, or other Securities of any kind whatsoever, guaranteed by any Company constituted or carrying on business in any part of the World and Debentures, Debenture Stock and other Securities of any kind guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (F) To borrow or receive money on deposit either without security or secured by debentures, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking or on all or any of the assets of the Company including uncalled capital, and generally to act as bankers.
- (G) To guarantee support and/or secure either with or without consideration the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any company or person and in particular (but without prejudice to the generality of the foregoing) of any company which is, for the time being, the company's holding company as defined by Section 736 of the Companies Act 1985 or another subsidiary, as defined by the said section of the company's holding company or otherwise associated with the company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without consideration to mortgage and charge the undertaking and all or any of the real and personal

property and assets present or future, to issue debentures and debenture stock and collateral or further to secure any securities of the company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.

- (H) To lend money with or without security, and to invest money of the company upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks, or securities of any company of or in which this company is a member or is otherwise interested, and generally as the Directors think fit.
- (I) To apply for, purchase or otherwise acquire and hold or use any patents, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.
- (J) To take part in the information, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants, Consultants, experts or agents.
- (K) To employ experts, consultants and valuers to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (L) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or the interests of this Company and to acquire, hold, dispose of shares, stocks, or securities issued by or any other obligations of any such company.
- (M) To draw, accept and negotiate promissory notes, bills of exchange, and other negotiable instruments.
- (N) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the company may approve.
- (O) To pay for any property or rights acquired by the Company either in cash or fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend repayment of capital,

voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

- (P) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (Q) To enter into arrangements for joint working in business or amalgamate with or enter into any partnership or arrangement for sharing profits, union of interest, reciprocal, concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company.
- (R) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (S) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (T) To provide for the welfare of persons employed or formerly employed by the Company and to grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependants.

- (U) To subscribe to or otherwise aid the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or establishment.
- (V) To distribute in specie assets of the Company properly distributable amongst the members, 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.
- (W) To do all or any of the things hereinbefore authorised, either alone or in conjunction with others, or as factors, trustees, or agents for others, or by or through factors, trustees or agents.
- (X) To do all such other things as are incidental to or which the Company may think conducive with the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

5. The liability of the members is limited.

6. The Share Capital of the Company is £250,000 divided into 5 million Ordinary Shares of £0.05 each.

-
- (1) The Share Capital of the Company was increased from £1,000 to £20,000 by Ordinary Resolution passed 31st March, 1980.
 - (2) By Ordinary Resolution passed 6th February, 1987 each Ordinary Share of £1.00 each was sub-divided into 20 ordinary shares of £0.05 each.
 - (3) By Ordinary Resolution passed 6th February, 1987 the share capital of the Company was increased from £20,000 to £250,000 by the creation of 4,600,000 Ordinary shares of £0.05.

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
-----------------------------------------------------	----------------------------------------------

STANLEY HAROLD DAVIS
15-17 City Road
London
EC1Y 1AA

ONE

Company Director

ALAN RUTLAND
15-17 City Road
London
EC1Y 1AA

ONE

Office Manager

Dated the 3rd day of March 1980

Witness to the above Signatures

RITA DAVIS
15-17 City Road
London
EC1Y 1AA

Company Secretary

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

AID-CALL PLC

(Adopted by Special Resolution passed on 6th day of February 1987)

(Amended by Special Resolution passed 25th day of November 1989)

PRELIMINARY

1. The Regulations contained in Table A ('Table A') in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended at the date of adoption of these Articles, shall except where the same are excluded or varied by or inconsistent with these Articles apply to the Company. Unless otherwise indicated, any reference in these Articles to a Regulation shall mean the Regulation of that number in Table A.

INTERPRETATION

2. In these Articles unless the context otherwise requires :-

'these Articles' means Articles of Association in their present form or as from time to time altered;

'the Companies Acts' means every statute from time to time in force concerning companies insofar as the same applies to the Company;

'Member' means a Member of the Company.

'Secretary' means any person qualified in accordance with the provisions of the Companies Acts and appointed by the Directors to perform any of the duties of the Secretary including a joint, temporary or assistant secretary;

any words or expressions defined in the Companies Acts in force at the date when these Articles or any part thereof are adopted shall bear the same meaning in these Articles or such other part (as the case may be);

where for any purpose an ordinary resolution of the

Company is required, a special or extraordinary resolution shall also be effective, and where an extraordinary resolution is required a special resolution shall also be effective.

AUTHORISED SHARE CAPITAL

3. (A) The authorised share capital of the Company at the date of the adoption of these Articles is £250,000 divided into 5 million Ordinary Shares of 05p each.

UNISSUED SHARE CAPITAL

4. Subject to the provisions of the Companies Acts and these Articles and to any direction to the contrary which may be given by ordinary or other resolution of the Company, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Directors who may offer, allot, grant options over or grant any right or rights to subscribe for such shares or any right or rights to convert any security into such shares or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine.
5. (A) For the purposes of section 80 of the Companies Act 1985, the Directors are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities as defined in the said section up to an aggregate nominal amount of £25,000. This authority shall expire five years from the date on which the resolution adopting these Articles is passed but may be previously revoked or varied by the Company in general meeting and may from time to time be renewed by the Company in general meeting for a further period not exceeding five years. The Company may make any offer or agreement before the expiry of this authority that would or might require relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities in pursuance of any such offer or agreement as if this authority had not expired.
- (B) Sections 89 (1), 90 (1) to (5) and 90 (6) of the Companies Act 1985 shall not apply.

PRE-EMPTION AND TRANSFER OF SHARES

6. (A) Any share may be transferred
- (1) by a Member or (in the case of a deceased Member) by his personal representatives to a Family Member or (in the case of a Member which is a body corporate) to any company which is the holding company (as such expression is

defined in Section 736 of the Companies Act 1985) ('Holding Company') of such Member or any subsidiary (as such expression is defined in the said Section 736) ('Subsidiary Company') of such Holding Company or

- (2) by a Member to any person or body corporate which is at the date of such transfer already a Member of the Company or
- (3) by a Member to any person with the prior written consent of all the Members of the Company for the time being other than the transferor

all of which persons or bodies corporate are hereinafter referred to as 'Permitted Transferees'.

- (B) For the purposes of this Article 'Family Member' shall mean, in relation to a Member, any spouse, parent, child, grandchild, brother, sister or child of any brother or sister, or the trustees of any trust the beneficiaries of which include any such person or a Member.
- (C) Any Member (or his personal representatives (as the case may be)) desiring to sell, transfer or otherwise dispose of the shares which he holds to a Permitted Transferee shall deliver an executed instrument or instruments of transfer of the shares, duly stamped, to the Directors and the Directors shall cause the name of the transferee to be entered in the Register as the holder of the shares.
- (D) Any Member ('the proposing transferor') desiring to sell, transfer or otherwise dispose of any of the shares which he holds (otherwise than pursuant to paragraph (A) of this Article) shall give notice in writing ('the transfer notice') to the Company at its registered office specifying the number of shares ('the Shares') which he proposes to transfer and the third party (if any) to whom he proposes to transfer the Shares if they are not purchased by a Member of the Company pursuant to the following provisions of this Article and the price at which he proposes to transfer the Shares if such a price has been determined upon by him ('the Nominated Price'). A transfer notice shall only be revocable with the consent of the Directors.
- (E) The transfer notice shall constitute the Directors the agents of the proposing transferor for the sale of the Shares at the Nominated Price or if there is no Nominated Price at the fair value ('the fair value') of the Shares to be determined in accordance

with paragraph (H) hereof. In the event that it is necessary for the fair value of the Shares to be determined in accordance with paragraph (H) hereof the Directors shall arrange as soon as practicable for the fair value to be so determined. Forthwith upon receipt of the transfer notice by the Directors or (if applicable) of the determination of the fair value the Directors shall notify the Members of the Company that the Shares are to be sold. Such notification shall state :-

- (1) the number and class of Shares offered;
 - (2) the Nominated Price or fair value (as the case may be) of the Shares;
 - (3) the third party specified in the transfer notice (if any); and
 - (4) that, if such offer is not accepted in writing within 14 days of the date of the notification, it will be deemed to be declined;
- (F) If the said Members or any of them shall within the said period of 14 days apply for all of the Shares, the Company shall allocate the Shares to and amongst the applicants who together have applied for all or any of the Shares (and in the case of competition for all or any of the Shares in the proportions that the number of shares of which such competing members are or are entitled to be registered as holder bears to the aggregate number of such competing members shares)
- (G) If all the Members of the Company in aggregate do not claim all of the Shares offered by the Directors then the offer shall be deemed to have been declined.
- (H) The fair value of an Ordinary Share shall be a proportion of the value of all the issued Ordinary Shares in the capital of the Company equal to the proportion which the capital paid up on such share bears to the capital paid up on all the issued Ordinary Shares in the capital of the Company. The value of all the issued Ordinary Shares in the capital of the Company shall be the amount certified at the expense of the Company by the Auditors for the time being of the Company (who shall be deemed in so certifying to act as expert and not as arbiter and whose certificate shall be final) to be the value thereof in the open market as between a willing buyer and a willing seller with the Company as a going concern.

(I) The proposing transferor(s) shall be bound (in the event that all of the Shares offered by the Directors to the Members are accepted) to transfer to each purchaser of the Shares the number of Shares being purchased by him upon payment by such purchaser to the proposing transferor of the Nominated Price or fair value (as the case may be) for the Shares which payment shall be made within fourteen days of the acceptance of the offer or (if later) of the ascertainment of how many Shares each purchaser is to purchase pursuant to paragraphs (E), (F) and (G) above.

(J) If in any case the proposing transferor(s), after having become bound as aforesaid, shall make default in transferring any Shares, the Directors may receive the purchase money which shall be paid into a separate bank account and the Directors shall within a reasonable period nominate some person to execute an instrument or instruments of transfer of the relevant Shares in the name and on behalf of the proposing transferor(s) and thereafter when such instrument or instruments have been duly stamped, the Directors shall cause the name of the relevant purchasing Member or Members to be entered in the Register as the holder or holders of the relevant Shares and shall hold the purchase money in trust for the proposing transferor(s). The receipt of the Directors for the purchase money shall be a good discharge to the relevant purchasing Member or Members and after his or their names have been entered in the Register in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

(K) If the Directors shall not find a Member or Members willing to purchase all the Shares under the foregoing provisions so that some or all of the Shares remain unclaimed by the Members of the Company the offer shall be deemed to have been declined in full and the proposing transferor(s) shall be free to transfer the Shares at no less than the Nominated Price or fair value (as the case may be) to the third party specified in the transfer notice (if any) within three months of the end of the 14 day period specified in (E) above;

(L) For the purposes of these Articles, the renunciation or negotiation of any temporary document of title to any share shall constitute a transfer of such share.

7. (A) Except as aforesaid, the instrument of transfer of a share shall be signed by or on behalf of the transferor (and in the case of a transfer of a partly paid share also by the transferee) and the transferor

shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. All instruments of transfer when registered, shall be retained by the Company. Regulation 23 shall not apply.

- (B) Subject to paragraph (C) hereof and the provisions of Article 11 below the Directors shall have no right to refuse to register any proposed transfer of a share made pursuant to or which is permitted by Article 6 PROVIDED THAT the proposing transferor complies with the provisions of Article 6 but the Directors shall refuse to register any other proposed transfer of a share whether or not it is a fully paid share. Regulation 24 shall not apply.
- (C) The Directors may decline to register the transfer of a share on which the Company has a lien.
- (D) No interest in any share or shares shall be disposed of or created by any means without a transfer of an equivalent number of shares being presented for registration.
- (E) The Company shall not charge transfer or registration fees.

8. The Members may if they all think fit, agree in writing to waive the provisions of Article 6 in any particular case.

REDEEMABLE SHARES

9. Subject to the provisions of the Companies Acts, any shares may, with the sanction of a special resolution, be issued on terms that they are, or at the option of the Company or the Member registered in respect of such shares are liable, to be redeemed on such terms and in such manner as may be provided for by these Articles. Regulation 3 shall not apply.

PURCHASE OF OWN SHARES

10. Subject to the provisions of the Companies Acts, the Company may purchase its own shares (including any redeemable shares) and make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

TRANSFER OF CONTROL

11. (A) Any transfer of shares the registration of which would whether alone or in conjunction with the registration of any other transfer(s) result in

control of the Company (within the meaning of Section 302 Income and Corporation Taxes Act 1970) being acquired by any person or by connected persons (within the meaning of Section 533 Income and Corporation Taxes Act 1970) shall be governed by the provisions of this Article.

(B) The Directors shall refuse to register a transfer or transfers the registration of which would result in control of the Company being acquired by a person or connected persons ('the Offeror') unless :-

(1) the transfer has been made on the terms of and pursuant to an offer made by the Offeror to purchase the entire issued share capital of the Company; or

(2) the Offeror produces evidence satisfactory to the Directors that an offer has been made to all Members of the Company not connected with the Offeror to purchase the Ordinary Shares held by such Members on terms and conditions no less favourable than those pursuant to which the transfer or transfers under consideration were made.

PROCEEDINGS AT GENERAL MEETINGS

12. Subject to the provisions of the Companies Acts, a resolution in writing expressed to be an ordinary, extraordinary or special resolution signed by or on behalf of all the Members who would be entitled to receive notice of and attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effectual as if it had been passed as such a resolution at a general meeting duly convened and held. Any such resolution may consist of several documents in the like form each signed by or on behalf of one or more Members. Regulation 53 shall not apply.

13. At any General Meeting, a Resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman, or by any Member present in person or by proxy and entitled to vote. Unless a poll be so demanded, a declaration by the Chairman that a Resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn. Regulation 46 shall not apply.

14. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every Member present in person and every person present as a proxy for a Member or Members shall have one vote, and on a poll every Member shall have one vote for each share of which he is the holder. Regulation 54 shall not apply.

DIRECTORS

15. Unless and until otherwise determined by ordinary resolution, the Directors shall not be less than two in number. Regulation 64 shall not apply.
16. A Director shall not be required to hold any Shares of the Company by way of qualification. A Director who is not a Member of the Company shall nevertheless be entitled to attend and speak at all General Meetings of the Company or of any class of Members of the Company.
17. The Directors may repay to any Director all such reasonable expenses as may properly be incurred in attending and returning from Meetings of the Directors or of any Committee of the Directors or General Meetings of the Company or any class of Members of the Company or otherwise in or about the business of the Company. A Director who is appointed to any executive office or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission, participation in profits or otherwise as the Directors may determine.

~~BORROWING POWERS~~

- ~~*18. Subject to the aftermentioned limitation the Directors may exercise all the powers of the Company to borrow money without limits to amount and upon such terms and in such manner as they think fit and to grant any mortgage or charge (either fixed or floating) over the undertaking, property and uncalled capital or any part thereof of the Company and, subject to Section 80 of the Companies Act 1985, to issue debenture, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party, provided that the Company shall procure that the aggregate~~

- * Article 18 was deleted by Special Resolution passed on 25th November 1989

~~amounts for the time being remaining undischarged by virtue of any of the following operations by the Company:-~~

- ~~(a) borrowing or securing the payment of the money;~~
- ~~(b) guaranteeing the payment of money and the fulfilment of obligations and the performance of contracts;~~
- ~~(c) acquiring by way of hire purchase, credit sale or equipment leasing any assets; and~~
- ~~(d) mortgaging or charging the property assets and uncalled capital of the Company and issuing debentures~~

~~and by virtue of any like operations by a subsidiary of the Company (including any liability, (whether ascertained or contingent) under any guarantee for the time being in force but excluding inter-company loans, mortgages and charges) shall not exceed the amount which is the greater of £500,000 or an amount equal to twice the aggregate of (a) the nominal amount of the share capital of the Company for the time being issued and paid up or credited as paid up and (b) the amounts for the time being standing to the credit of the capital and revenue reserves and the share premium account of the Company and all its subsidiaries (including any amounts set aside for deferred taxation but excluding any amounts arising from the writing up of the book values of any capital assets and any amounts attributable to goodwill and minority interests) all as shown by the then latest audited consolidated balance sheet of the Company but provided that no such sanction shall be required to the borrowing of any sum of money intended to be applied in the repayment (with or without premium) of any moneys then already borrowed and outstanding, notwithstanding that the same may result in such limit being exceeded.~~

POWERS AND DUTIES OF DIRECTORS

19. A Director who to his knowledge is in any way, whether directly or indirectly, interested in a transaction, contract, arrangement or agreement or a proposed transaction, contract, arrangement or agreement with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with section 317 of the Companies Act 1985. Subject where applicable to such disclosure, a Director shall be entitled to vote in respect of any such matter in which he is interested and if he shall do so his vote shall be counted, and he shall be taken into account in ascertaining whether a quorum is present. Regulation 94 shall not apply.

20. Each Director shall have the power to appoint any person (whether a Director or not) to be his alternate Director and may at his discretion remove such alternate Director. If such alternate Director is not another Director, such appointment, unless previously approved by the Board, shall have effect only upon and subject to it being so approved. Any appointment or removal of an alternate Director shall be effected by notice in writing signed by the appointor and delivered to the Secretary at the registered office of the Company or tendered at a meeting of the Directors. An alternate Director shall, if his appointor so requests, be entitled to receive notices of meetings of the Directors or of a committee of the Directors to the same extent as, but in lieu of, his appointor and shall be entitled to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally at such meeting to exercise and discharge all the functions, powers and duties of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. Every person acting as an alternate Director shall (except as regards power to appoint an alternate Director and remuneration) be subject in all respects to the provisions of these Articles relating to the Directors and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for his appointor. An alternate Director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent mutatis mutandis as if he were a Director but shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except only such part (if any) of the remuneration otherwise payable to the Director appointing him as such Director may by notice in writing to the Company from time to time direct. Every person acting as an alternate Director shall have one vote for every Director for whom he acts as alternate (in addition to his own vote if he is also a Director). The signature of an alternate Director to any resolution in writing of the Directors or a committee of the Directors shall (unless the notice of his appointment provides to the contrary) be as effective as the signature of his appointor. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director.
21. The Directors on behalf of the Company may exercise all the powers of the Company to grant pensions, annuities, gratuities and superannuation or other allowances and benefits in favour of any person including any Director or former Director or the relations, connections or dependants of any Director or former Director. A Director

or former Director shall not be accountable to the Company or the Members for any benefit of any kind conferred under or pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company.

22. A Director present at any meeting shall not be required to sign his name in any book.

APPOINTMENT AND REMOVAL OF DIRECTORS

23. The Directors and the Company by ordinary resolution shall each have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall (subject to the provisions of the Companies Acts) hold office until he is removed pursuant to these Articles.
24. No Director shall be required to retire or vacate his office or be ineligible for reappointment as a Director, nor shall any person be ineligible for appointment as a Director, by reason of his having attained any particular age. Regulation 81 shall be varied accordingly.
25. Regulation 81 (e) and Regulations 73 to 80 (inclusive) shall not apply.

PROCEEDINGS OF DIRECTORS

26. A resolution in writing signed by or on behalf of all the Directors (or their duly appointed alternates) for the time being in the United Kingdom (provided that number is sufficient to constitute a quorum) shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in the like form each signed by or on behalf of one or more of the Directors. Regulation 93 shall not apply.
27. The Directors may delegate any of their powers to committees consisting of such person or persons (whether Directors or not) as they think fit, and Regulation 72 shall be varied accordingly.
28. The Directors may entrust to and confer upon any Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

EXECUTIVE DIRECTORS

29. Subject to the provisions of the Companies Acts, the Directors may from time to time appoint one or more of their body to any executive office (including that of managing director, manager or any other salaried office) for such period and upon such terms as the Directors may determine and may revoke or terminate any such appointment. Any such revocation or termination as aforesaid shall be without prejudice to any claim for damages that such Director may have against the Company, or the Company may have against such Director, for any breach of any contract of service between him and the Company which may be involved in such revocation or termination.
30. Any Director appointed to an executive office shall receive such remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Directors may determine, and either in addition to or in lieu of his remuneration as a Director. Regulation 84 shall not apply.

NOTICES

31. Any notice or other document (including a share certificate) may be served on or delivered to any Member by the Company either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members, or by delivering it to or leaving it at such registered address, addressed as aforesaid, or by any other means provided such other means have been authorised in writing by the Member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Any notice or other document served or delivered in accordance with these Articles shall be deemed duly served or delivered notwithstanding that the Member is then dead or bankrupt or otherwise under any legal disability or incapacity and whether or not the Company had notice thereof. Any such notice or other document, if sent by first-class post, shall be deemed to have been served or delivered on the day after the day when the same was put in the post, and in proving such service or delivery it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post.
32. Notice of every general meeting shall be given in any manner authorised by or under these Articles to all Members other than such as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, provided that any Member may in writing waive notice of

any meeting either prospectively or retrospectively and if he shall do so it shall be no objection to the validity of such meeting that notice was not given to him. Regulations 111, 112, 113, 114, 115 and 116 shall not apply.

WINDING UP

33. If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the Court) the liquidator may, with the authority of an extraordinary resolution and subject to any provision sanctioned in accordance with the provisions of the Companies Acts, divide among the Members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such values as he deems fair upon any assets to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The Liquidator may, with the like authority, vest the whole or any part of the assets in trustees upon such trusts for the benefit of Members as the Liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability and the Liquidator may make any provision referred to in and sanctioned in accordance with the provisions of the Companies Acts. Regulation 117 shall not apply.

INDEMNITY

34. Subject to the provisions of the Companies Acts, every Director, alternate Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, that relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted by the Court. Regulation 118 shall not apply.

Names, Addresses and Descriptions of Subscribers

STANLEY HAROLD DAVIS
15-17 City Road
London
EC1Y 1AA

Company Director

ALAN RUTLAND
15-17 City Road
London
EC1Y 1AA

Office Manager

Dated the 3rd day of March 1980

Witness to the above Signatures :-

RITA DAVIS
15-17 City Road
London
EC1Y 1AA

Company Secretary.

G

COMPANIES FORM No. 225(1)

225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

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

1. To the Registrar of Companies
(Address overleaf - Note 6)

Company number

1488490

Name of company

AID-CALL PLC

* Insert full name of company

Note
Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

31 03

3. The current accounting reference period of the company is to be treated as ~~shortened~~ ☐ extended ☐ and ~~terminated~~ ☐ treated as having come to an end ☐ (will come to an end) ☐ on

Day Month Year

31 03 1992

† delete as appropriate

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a (subsidiary) ~~parent~~ ☐ undertaking of

ENERGY AND TECHNICAL SERVICES GROUP PLC

company number 883131

the accounting reference date of which is 31 MARCH

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on

and it is still in force.

6. Signed

Designation†

SECRETARY

Date

28/8/91

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

0647 40804

For official use
D E B.

Post room

COMPANY

500

G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period**225(1)**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

W

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

* insert full name of company

Note

Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

† delete as appropriate

1. To the Registrar of Companies
(Address overleaf - Note 6)

Company number

1488490

Name of company

* AID-CALL PLC

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

31 03

3. The current accounting reference period of the company is to be treated as ~~(shortened)~~ (extended)† and ~~(terminated)~~† and ~~(terminated)~~† will come to an end† on

Day Month Year

31 03 1992

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a (subsidiary) ~~(parent)~~† undertaking of

ENERGY AND TECHNICAL SERVICES GROUP PLC

company number 883131

the accounting reference date of which is 31 MARCH

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on

and it is still in force.

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

6. Signed

Designation: SECRETARY

Date 28/8/91

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

0647 46804

For official use
D.E.B.

Post room

COMPANIES HOUSE
30 AUG 1991
M251
30-8-91

KPMG Peat Marwick

Phoenix House
Norton Street
Plymouth
Devon
PL1 2RT

Telephone 0732 225381
Telefax 0732 266800
(Group 9)
Telex 9312132428 PMG
DX 8259 Plymouth 2

~~2176503~~
1488490

Private & confidential
The Directors
Aid-Call PLC
Linhay House
Ashburton
Devon
TQ13 7UP

Our ref hjs/jmw

26 January 1994

Dear Sirs

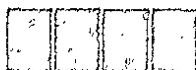
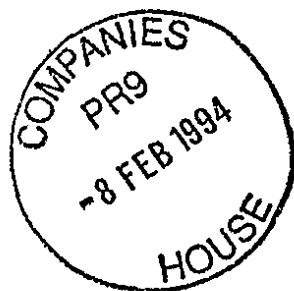
Statement on ceasing to act as auditors

Following our resignation as auditors, we report that there are no circumstances connected with our resignation which we consider should be brought to the attention of the members or creditors of the company.

Yours faithfully

KPMG Peat Marwick

KPMG Peat Marwick



Member firm of
KPMG Peat Marwick Goerdeler

Registered to carry on audit work and authorised to carry on investment business by the
Institute of Chartered Accountants in England & Wales

The address for the purposes of Section 4, Business Names Act 1994 is: 1 Finsbury Square,
Bristol, London EC4A 3FD. A list of partners' names is available for inspection.



INVESTOR IN PEOPLE

G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not
write in
this margin

Pursuant to section 225(1) of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

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

1. To the Registrar of Companies
(Address overleaf - Note 6)

Company number

1488490

Name of company

* Aid - Cam PLC

* insert full name
of company

Note
Details of day and
month in 2, 3 and
4 should be the
same.
Please read notes
1 to 5 overleaf
before completing
this form.

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 / 1 / 2

3. The current accounting reference period of the company is to be treated as [shortened][extended]† and ~~is to be treated as having come to an end~~ [will come to an end]† on

Day Month Year

3 / 1 / 2 1 9 9 4

† delete as
appropriate

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]† undertaking of

_____, company number _____

the accounting reference date of which is _____

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____

and it is still in force.

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

6. Signed

Designation†

SECRETARY

Date

27 JUN 1994

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

SECRETARY
071-393 2750

For official use
D.E.B.

Post room



AEF4P2J3

A11 RECEIPT DATE: 30/06/94

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

To the Registrar of Companies

For official use

Company number

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

--	--	--	--

1488490

Name of company

* A10 - CAN PLC

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 16TH DECEMBER, 1994 the nominal capital of the company has been increased by £ 750,000 beyond the registered capital of £ 250,000.

A copy of the resolution authorising the increase is attached.⁵

⁵ the copy must be
printed or in some
other form approved
by the registrar

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 follow:

To rank pari passu in all respects with the
existing shares.

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

Please tick here if
continued overleaf

--

Signed

Rf Carr

Designation

Secretary

Date

19.12.94

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

THE SECRETARY

071-293 2750

For official Use
General Section

Post room

		
A10	*A46W27E3*	249
COMPANIES HOUSE 22/12/94		

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

RESOLUTIONS
of
AID-CALL PLC
(Passed on 16th December, 1994)

At an Extraordinary General Meeting of the above named Company held on 16th December, 1994, the following Resolutions were passed:-

ORDINARY RESOLUTIONS

1. THAT:-

- (i) the authorised share capital of the Company be and it is hereby increased to 1,000,000 by the creation of 15,000,000 shares of £0.05 each to rank pari passu in all aspects with the existing shares;
- (ii) for the purposes of Section 80 of the Companies Act 1985, the Directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined in the same section) up to an aggregate nominal amount of £874,000, such authority to expire five years from the date of passing of this Resolution, but to be capable of previous revocation or variation from time to time by the Company in general meeting for a further period not exceeding five years and to be in addition to, and without prejudice to, any and all previous authorities to allot relevant securities given to the Directors to the extent the same have not previously been utilised or revoked and have not expired.

2. THAT the Memorandum of Association of the Company be and it is hereby amended as follows by the substitution in clause 6 of the following clause:-

"The authorised share capital of the Company is £1,000,000 divided into 20,000,000 shares of £0.05 each".

3. That the Articles of Association of the Company be and it is hereby amended as follows by the substitution in clause 3(A) of the following clause:-

"The authorised share capital of the Company is £1,000,000 divided into 20,000,000 ordinary shares of £0.05 each".


.....
Chairman

19th December, 1994



**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES**

AID-CALL PLC

**MEMORANDUM AND ARTICLES
OF ASSOCIATION**

Incorporated the 31st day of March, 1980

Company No. 1488490

(Amended on 16th December, 1994)



MEMORANDUM
OF ASSOCIATION

The Companies Act 1985
Company Limited by Shares

of

AID-CALL PLC

1. The name of the Company is Aid-Call PLC
 2. The Company is to be a Public Company
 3. The Registered Office of the Company will be situate in England
 4. The objects for which the Company is established are :-
 - (A) To carry on business as designers, manufacturers, importers, exporters, wholesalers, retailers, operators, hirers, leasers and lessors and dealers in telecommunication equipment of all and every kind; to carry on the business of electronic, electrical, mechanical, radio and general engineers and manufacturers, workers and dealers of and in electronic and electrical machinery, appliances, apparatus, goods and accessories of which the application of electricity or any like power or any power than can be used as a substitute therefor is or may be useful, convenient or ornamental; and to carry on any other business of a like nature; to manufacture and deal in either as principals or agents any articles ancillary to or belonging to any such business as aforesaid and all appliances, apparatus and things used in connection therewith or with any inventions, patents or privileges relating thereto; to repair, alter, rebuild, reconstruct, hire, let on hire, and generally deal in machinery, appliances, apparatus and goods and all accessories thereto likely to be required by customers of or persons having dealings with the Company.
-

- (1) The name of the Company was changed from GLASSLAND LIMITED by Special Resolution passed 11th April 1980.
- (2) The name of the Company was changed from AID-CALL LIMITED by Special Resolution passed 8th May, 1987.

As adopted by Special Resolution passed 31st March, 1980.

- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company
- (C) To acquire by purchase, lease, exchange, hire or otherwise hold for any estate or interest, any land, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business.
- (D) To erect, alter or maintain any buildings, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To acquire by subscription or otherwise and hold, sell, deal with or dispose of any Shares, Stock, Debentures, Debenture Stocks, or other Securities of any kind whatsoever, guaranteed by any Company constituted or carrying on business in any part of the World and Debentures, Debenture Stock and other Securities of any kind guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (F) To borrow or receive money on deposit either without security or secured by debentures, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking or on all or any of the assets of the Company including uncalled capital, and generally to act as bankers.
- (G) To guarantee support and/or secure either with or without consideration the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any company or person and in particular (but without prejudice to the generality of the foregoing) of any company which is, for the time being, the company's holding company as defined by Section 736 of the Companies Act 1985 or another subsidiary, as defined by the said section of the company's holding company or otherwise associated with the company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without consideration to mortgage and charge the undertaking and all or any of the real and personal

property and assets present or future, to issue debentures and debenture stock and collateral or further to secure any securities of the company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.

- (H) To lend money with or without security, and to invest money of the company upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks, or securities of any company of or in which this company is a member or is otherwise interested, and generally as the Directors think fit.
- (I) To apply for, purchase or otherwise acquire and hold or use any patents, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.
- (J) To take part in the information, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants, Consultants, experts or agents.
- (K) To employ experts, consultants and valuers to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (L) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or the interests of this Company and to acquire, hold, dispose of shares, stocks, or securities issued by or any other obligations of any such company.
- (M) To draw, accept and negotiate promissory notes, bills of exchange, and other negotiable instruments.
- (N) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the company may approve.
- (O) To pay for any property or rights acquired by the Company either in cash or fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend repayment of capital,

voting or otherwise; or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

- (P) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (Q) To enter into arrangements for joint working in business or amalgamate with or enter into any partnership or arrangement for sharing profits, union of interest, reciprocal, concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company.
- (R) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (S) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (T) To provide for the welfare of persons employed or formerly employed by the Company and to grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependants.

- (U) To subscribe to or otherwise aid the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or establishment.
- (V) To distribute in specie assets of the Company properly distributable amongst the members, 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.
- (W) To do all or any of the things hereinbefore authorised, either alone or in conjunction with others, or as factors, trustees, or agents for others, or by or through factors, trustees or agents.
- (X) To do all such other things as are incidental to or which the Company may think conducive with the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects of powers mentioned in any other sub-clause, but the company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

5. The liability of the members is limited.

*6. The Share Capital of the Company is £1,000,000 divided into 20 million Ordinary Shares of £0.05 each.

-
- * (1) The Share Capital of the Company was increased from 1,000 to 20,000 by Ordinary Resolution passed 31st March, 1980.
 - * (2) By Ordinary Resolution passed 6th February, 1987 each Ordinary Share of 1.00 each was sub-divided into 20 ordinary shares of 0.05 each.
 - * (3) By Ordinary Resolution passed 6th February, 1987 the share capital of the Company was increased from 20,000 to 250,000 by the creation of 4,600,000 ordinary shares of 0.05.
 - * (4) By Ordinary Resolution passed on 16th December, 1994, the Share Capital of the Company was increased from £250,000 to £1,000,000 by the creation of 15,000,000 ordinary shares of £0.05 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

STANLEY HAROLD DAVIS
15-17 City Road
London
EC1Y 1AA
ONE

Company Director

ALAN RUTLAND
15-17 City Road
London
EC1Y 1AA
ONE

Office Manager

Dated the 3rd day of March 1980

Witness to the above Signatures

RITA DAVIS
15-17 City Road
London
EC1Y 1AA

Company Secretary

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

AID-CALL PLC

(Adopted by Special Resolution passed on 6th day of February 1987)

(Amended by Special Resolution passed 25th day of November 1989)

PRELIMINARY

1. The Regulations contained in Table A ('Table A') in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended at the date of adoption of these Articles, shall except where the same are excluded or varied by or inconsistent with these Articles apply to the Company. Unless otherwise indicated, any reference in these Articles to a Regulation shall mean the Regulation of that number in Table A.

INTERPRETATION

2. In these Articles unless the context otherwise requires :-

'these Articles' means Articles of Association in their present form or as from time to time altered;

'the Companies Acts' means every statute from time to time in force concerning companies insofar as the same applies to the Company;

'Member' means a Member of the Company.

'Secretary' means any person qualified in accordance with the provisions of the Companies Acts and appointed by the Directors to perform any of the duties of the Secretary including a joint, temporary or assistant secretary;

any words or expressions defined in the Companies Acts in force at the date when these Articles or any part thereof are adopted shall bear the same meaning in these Articles or such other part (as the case may be);

where for any purpose an ordinary resolution of the

Company is required, a special or extraordinary resolution shall also be effective, and where an extraordinary resolution is required a special resolution shall also be effective.

AUTHORISED SHARE CAPITAL

- *3. (A) The authorised share capital of the Company at the date of the adoption of these Articles is 250,000 divided into 5 million Ordinary Shares of 05p each.

UNISSUED SHARE CAPITAL

4. Subject to the provisions of the Companies Acts and these Articles and to any direction to the contrary which may be given by ordinary or other resolution of the Company, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Directors who may offer, allot, grant options over or grant any right or rights to subscribe for such shares or any right or rights to convert any security into such shares or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine.
5. (A) for the purposes of section 80 of the Companies Act 1985, the Directors are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities as defined in the said section up to an aggregate nominal amount of 25,000. This authority shall expire five years from the date on which the resolution adopting these Articles is passed but may be previously revoked or varied by the Company in general meeting and may from time to time be renewed by the Company in general meeting for a further period not exceeding five years. The Company may make any offer or agreement before the expiry of this authority that would or might require relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities in pursuance of any such offer or agreement as if this authority had not expired.
- (B) Sections 89 (1), 90 (1) to (5) and 90 (6) of the Companies Act 1985 shall not apply.

PRE-EMPTION AND TRANSFER OF SHARES

6. (A) Any share may be transferred
- (1) by a Member or (in the case of a deceased Member) by his personal representatives to a Family Member of (in the case of a Member which is a body corporate) to any company which is the holding company (as such expression is

* By Ordinary Resolution passed on 16th December, 1994, the share capital of the Company was increased from £250,000 to £1,000,000 by the creation of 15,000,000 ordinary shares of £0.05 each.

defined in Section 736 of the Companies Act 1985) ('Holding Company') of such Member or any subsidiary (as such expression is defined in the said Section 736) ('Subsidiary Company') of such Holding Company or

- (2) by a Member to any person or body corporate which is at the date of such transfer already a Member of the Company or
- (3) by a Member to any person with the prior written consent of all the Members of the Company for the time being other than the transferor

all of which persons or bodies corporate are hereinafter referred to as 'Permitted Transferees'.

- (B) For the purposes of this Article 'Family Member' shall mean, in relation to a Member, any spouse, parent, child, grandchild, brother, sister or child of any brother or sister, or the trustees of any trust the beneficiaries of which include any such person or a Member.
- (C) Any Member (or his personal representatives (as the case may be)) desiring to sell, transfer or otherwise dispose of the shares which he holds to a Permitted Transferee shall deliver an executed instrument or instruments of transfer of the shares, duly stamped, to the Directors and the Directors shall cause the name of the transferee to be entered in the Register as the holder of the shares.
- (D) Any Member ('the proposing transferor') desiring to sell, transfer or otherwise dispose of any of the shares which he holds (otherwise than pursuant to paragraph (A) of this Article) shall give notice in writing ('the transfer notice') to the Company at its registered office specifying the number of shares ('the Shares') which he proposes to transfer and the third party (if any) to whom he proposes to transfer the Shares if they are not purchased by a Member of the Company pursuant to the following provisions of this Article and the price at which he proposes to transfer the Shares if such a price has been determined upon by him ('the Nominated Price'). A transfer notice shall only be revocable with the consent of the Directors.
- (E) The transfer notice shall constitute the Directors the agents of the proposing transferor for the sale of the Shares at the Nominated Price or if there is no Nominated Price at the fair value ('the fair value') of the Shares to be determined in accordance

with paragraph (H) hereof. In the event that it is necessary for the fair value of the Shares to be determined in accordance with paragraph (H) hereof the Directors shall arrange as soon as practicable for the fair value to be so determined. Forthwith upon receipt of the transfer notice by the Directors or (if applicable) of the determination of the fair value the Directors shall notify the Members of the Company that the Shares are to be sold. Such notification shall state :-

- (1) the number and class of Shares offered;
 - (2) the Nominated Price or fair value (as the case may be) of the Shares;
 - (3) the third party specified in the transfer notice (if any); and
 - (4) that, if such offer is not accepted in writing within 14 days of the date of the notification, it will be deemed to be declined;
- (F) If the said Members or any of them shall within the said period of 14 days apply for all of the Shares, the Company shall allocate the Shares to and amongst the applicants who together have applied for all or any of the Shares (and in the case of competition for all or any of the Shares in the proportions that the number of shares of which such competing members are or are entitled to be registered as holder bears to the aggregate number of such competing members shares)
- (G) If all the Members of the Company in aggregate do not claim all of the Shares offered by the Directors then the offer shall be deemed to have been declined.
- (H) The fair value of an Ordinary Share shall be a proportion of the value of all the issued Ordinary Shares in the capital of the Company equal to the proportion which the capital paid up on such share bears to the capital paid up on all the issued Ordinary Shares in the capital of the Company. The value of all the issued Ordinary Shares in the capital of the Company shall be the amount certified at the expense of the Company by the Auditors for the time being of the Company (who shall be deemed in so certifying to act as expert and not as arbiter and whose certificate shall be final) to be the value thereof in the open market as between a willing buyer and a willing seller with the Company as a going concern.

- (I) The proposing transferor(s) shall be bound (in the event that all of the Shares offered by the Directors to the Members are accepted) to transfer to each purchaser of the Shares the number of Shares being purchased by him upon payment by such purchaser to the proposing transferor of the Nominated Price or fair value (as the case may be) for the Shares which payment shall be made within fourteen days of the acceptance of the offer or (if later) of the ascertainment of how many Shares each purchaser is to purchase pursuant to paragraphs (E), (F) and (G) above.
- (J) If in any case the proposing transferor(s), after having become bound as aforesaid, shall make default in transferring any Shares, the Directors may receive the purchase money which shall be paid into a separate bank account and the Directors shall within a reasonable period nominate some person to execute an instrument or instruments of transfer of the relevant Shares in the name and on behalf of the proposing transferor(s) and thereafter when such instrument or instruments have been duly stamped, the Directors shall cause the name of the relevant purchasing Member or Members to be entered in the Register as the holder or holders of the relevant Shares and shall hold the purchase money in trust for the proposing transferor(s). The receipt of the Directors for the purchase money shall be a good discharge to the relevant purchasing Member or Members and after his or their names have been entered in the Register in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.
- (K) If the Directors shall not find a Member or Members willing to purchase all the Shares under the foregoing provisions so that some or all of the Shares remain unclaimed by the Members of the Company the offer shall be deemed to have been declined in full and the proposing transferor(s) shall be free to transfer the Shares at no less than the Nominated Price or fair value (as the case may be) to the third party specified in the transfer notice (if any) within three months of the end of the 14 day period specified in (E) above;
- (L) For the purposes of these Articles, the renunciation or negotiation of any temporary document of title to any share shall constitute a transfer of such share.
7. (A) Except as aforesaid, the instrument of transfer of a share shall be signed by or on behalf of the transferor (and in the case of a transfer of a partly paid share also by the transferee) and the transferor

shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. All instruments of transfer when registered, shall be retained by the Company. Regulation 23 shall not apply.

- (B) Subject to paragraph (C) hereof and the provisions of Article 11 below the Directors shall have no right to refuse to register any proposed transfer of a share made pursuant to or which is permitted by Article 6 PROVIDED THAT the proposing transferor complies with the provisions of Article 6 but the Directors shall refuse to register any other proposed transfer of a share whether or not it is a fully paid share. Regulation 24 shall not apply.
- (C) The Directors may decline to register the transfer of a share on which the Company has a lien.
- (D) No interest in any share or shares shall be disposed of or created by any means without a transfer of an equivalent number of shares being presented for registration.
- (E) The Company shall not charge transfer or registration fees.

- 8. The Members may if they all think fit, agree in writing to waive the provisions of Article 6 in any particular case.

REDEEMABLE SHARES

- 9. Subject to the provisions of the Companies Acts, any shares may, with the sanction of a special resolution, be issued on terms that they are, or at the option of the Company or the Member registered in respect of such shares are liable, to be redeemed on such terms and in such manner as may be provided for by these Articles. Regulation 3 shall not apply.

PURCHASE OF OWN SHARES

- 10. Subject to the provisions of the Companies Acts, the Company may purchase its own shares (including any redeemable shares) and make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

TRANSFER OF CONTROL

- 11. (A) Any transfer of shares the registration of which would whether alone or in conjunction with the registration of any other transfer(s) result in

control of the Company (within the meaning of Section 302 Income and Corporation Taxes Act 1970) being acquired by any person or by connected persons (within the meaning of Section 533 Income and Corporation Taxes Act 1970) shall be governed by the provisions of this Article.

(B) The Directors shall refuse to register a transfer or transfers the registration of which would result in control of the Company being acquired by a person or connected persons ('the Offeror') unless :-

- (1) the transfer has been made on the terms of and pursuant to an offer made by the Offeror to purchase the entire issued share capital of the Company; or
- (2) the Offeror produces evidence satisfactory to the Directors that an offer has been made to all Members of the Company not connected with the Offeror to purchase the Ordinary Shares held by such Members on terms and conditions no less favourable than those pursuant to which the transfer or transfers under consideration were made.

PROCEEDINGS AT GENERAL MEETINGS

12. Subject to the provisions of the Companies Acts, a resolution in writing expressed to be an ordinary, extraordinary or special resolution signed by or on behalf of all the Members who would be entitled to receive notice of and attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effectual as if it had been passed as such a resolution at a general meeting duly convened and held. Any such resolution may consist of several documents in the like form each signed by or on behalf of one or more Members. Regulation 53 shall not apply.
13. At any General Meeting, a Resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman, or by any Member present in person or by proxy and entitled to vote. Unless a poll be so demanded, a declaration by the Chairman that a Resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn. Regulation 46 shall not apply.

14. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every Member present in person and every person present as a proxy for a Member or Members shall have one vote, and on a poll every Member shall have one vote for each share of which he is the holder. Regulation 54 shall not apply.

DIRECTORS

15. Unless and until otherwise determined by ordinary resolution, the Directors shall not be less than two in number. Regulation 64 shall not apply.
16. A Director shall not be required to hold any Shares of the Company by way of qualification. A Director who is not a Member of the Company shall nevertheless be entitled to attend and speak at all General Meetings of the Company or of any class of Members of the Company.
17. The Directors may repay to any Director all such reasonable expenses as may properly be incurred in attending and returning from Meetings of the Directors or of any Committee of the Directors or General Meetings of the Company or any class of Members of the Company or otherwise in or about the business of the Company. A Director who is appointed to any executive office or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission, participation in profits or otherwise as the Directors may determine.

BORROWING POWERS

18. Subject to the aftermentioned limitation the Directors may exercise all the powers of the Company to borrow money without limits to amount and upon such terms and in such manner as they think fit and to grant any mortgage or charge (either fixed or floating) over the undertaking, property and uncalled capital or any part thereof of the Company and, subject to Section 80 of the Companies Act 1985, to issue debenture, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or any third-party, provided that the Company shall procure that the aggregate

Article 18 was deleted by Special Resolution passed on
25th November 1989

amounts for the time being remaining undischarged by virtue of any of the following operations by the Company:-

- (a) borrowing or securing the payment of the money;
- (b) guaranteeing the payment of money and the fulfilment of obligations and the performance of contracts;
- (c) acquiring by way of hire purchase, credit sale or equipment leasing any assets; and
- (d) mortgaging or charging the property assets and uncalled capital of the Company and issuing debentures

and by virtue of any like operations by a subsidiary of the Company (including any liability, (whether ascertained or contingent) under any guarantee for the time being in force but excluding inter-company loans, mortgages and charges) shall not exceed the amount which is the greater of 500,000 or an amount equal to twice the aggregate of (a) the nominal amount of the share capital of the Company for the time being issued and paid up or credited as paid up and (b) the amounts for the time being standing to the credit of the capital and revenue reserves and the share premium account of the Company and all its subsidiaries (including any amounts set aside for deferred taxation but excluding any amounts arising from the writing up of the book values of any capital assets and any amounts attributable to goodwill and minority interests) all as shown by the then latest audited consolidated balance sheet of the Company but provided that no such sanction shall be required to the borrowing of any sum of money intended to be applied in the repayment (with or without premium) of any moneys then already borrowed and outstanding, notwithstanding that the same may result in such limit being exceeded.

POWERS AND DUTIES OF DIRECTORS

19. A Director who to his knowledge is in any way, whether directly or indirectly, interested in a transaction, contract, arrangement or agreement or a proposed transaction, contract, arrangement or agreement with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with section 317 of the Companies Act 1985. Subject where applicable to such disclosure, a Director shall be entitled to vote in respect of any such matter in which he is interested and if he shall do so his vote shall be counted, and he shall be taken into account in ascertaining whether a quorum is present. Regulation 94 shall not apply.

20. Each Director shall have the power to appoint any person (whether a Director or not) to be his alternate Director and may at his discretion remove such alternate Director. If such alternate Director is not another Director, such appointment, unless previously approved by the Board, shall have effect only upon and subject to it being so approved. Any appointment or removal of an alternate Director shall be effected by notice in writing signed by the appointor and delivered to the Secretary at the registered office of the Company or tendered at a meeting of the Directors. An alternate Director shall, if his appointor so requests, be entitled to receive notices of meetings of the Directors or of a committee of the Directors to the same extent as, but in lieu of, his appointor and shall be entitled to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally at such meeting to exercise and discharge all the functions, powers and duties of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. Every person acting as an alternate Director shall (except as regards power to appoint an alternate Director and remuneration) be subject in all respects to the provisions of these Articles relating to the Directors and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for his appointor. An alternate Director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent *mutatis mutandis* as if he were a Director but shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except only such part (if any) of the remuneration otherwise payable to the Director appointing him as such Director may by notice in writing to the Company from time to time direct. Every person acting as an alternate Director shall have one vote for every Director for whom he acts as alternate (in addition to his own vote if he is also a Director). The signature of an alternate Director to any resolution in writing of the Directors or a committee of the Directors shall (unless the notice of his appointment provides to the contrary) be as effective as the signature of his appointor. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director.
21. The Directors on behalf of the Company may exercise all the powers of the Company to grant pensions, annuities, gratuities and superannuation or other allowances and benefits in favour of any person including any Director or former Director or the relations, connections or dependants of any Director or former Director. A Director

or former Director shall not be accountable to the Company or the Members for any benefit of any kind conferred under or pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company.

22. A Director present at any meeting shall not be required to sign his name in any book.

APPOINTMENT AND REMOVAL OF DIRECTORS

23. The Directors and the Company by ordinary resolution shall each have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall (subject to the provisions of the Companies Acts) hold office until he is removed pursuant to these Articles.
24. No Director shall be required to retire or vacate his office or be ineligible for reappointment as a Director, nor shall any person be ineligible for appointment as a Director, by reason of his having attained any particular age. Regulation 81 shall be varied accordingly.
25. Regulation 81 (e) and Regulations 73 to 80 (inclusive) shall not apply.

PROCEEDINGS OF DIRECTORS

26. A resolution in writing signed by or on behalf of all the Directors (or their duly appointed alternates) for the time being in the United Kingdom (provided that number is sufficient to constitute a quorum) shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in the like form each signed by or on behalf of one or more of the Directors. Regulation 93 shall not apply.
27. The Directors may delegate any of their powers to committees consisting of such person or persons (whether Directors or not) as they think fit, and Regulation 72 shall be varied accordingly.
28. The Directors may entrust to and confer upon any Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

EXECUTIVE DIRECTORS

29. Subject to the provisions of the Companies Acts, the Directors may from time to time appoint one or more of their body to any executive office (including that of managing director, manager or any other salaried office) for such period and upon such terms as the Directors may determine and may revoke or terminate any such appointment. Any such revocation or termination as aforesaid shall be without prejudice to any claim for damages that such Director may have against the Company, or the Company may have against such Director, for any breach of any contract of service between him and the Company which may be involved in such revocation or termination.
30. Any Director appointed to an executive office shall receive such remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Directors may determine, and either in addition to or in lieu of his remuneration as a Director. Regulation 84 shall not apply.

NOTICES

31. Any notice or other document (including a share certificate) may be served on or delivered to any Member by the Company either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members, or by delivering it to or leaving it at such registered address, addressed as aforesaid, or by any other means provided such other means have been authorised in writing by the Member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Any notice or other document served or delivered in accordance with these Articles shall be deemed duly served or delivered notwithstanding that the Member is then dead or bankrupt or otherwise under any legal disability or incapacity and whether or not the Company had notice thereof. Any such notice or other document, if sent by first-class post, shall be deemed to have been served or delivered on the day after the day when the same was put in the post, and in proving such service or delivery it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post.
32. Notice of every general meeting shall be given in any manner authorised by or under these Articles to all Members other than such as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, provided that any Member may in writing waive notice of

any meeting either prospectively or retrospectively and if he shall do so it shall be no objection to the validity of such meeting that notice was not given to him. Regulations 111, 112, 113, 114, 115 and 116 shall not apply.

WINDING UP

33. If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the Court) the liquidator may, with the authority of an extraordinary resolution and subject to any provision sanctioned in accordance with the provisions of the Companies Acts, divide among the Members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such values as he deems fair upon any assets to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The Liquidator may, with the like authority, vest the whole or any part of the assets in trustees upon such trusts for the benefit of Members as the Liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability and the Liquidator may make any provision referred to in and sanctioned in accordance with the provisions of the Companies Acts. Regulation 117 shall not apply.

INDEMNITY

34. Subject to the provisions of the Companies Acts, every Director, alternate Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, that relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted by the Court. Regulation 118 shall not apply.

Names, Addresses and Descriptions of Subscribers

STANLEY HAROLD DAVIS
15-17 City Road
London
EC1Y 1AA

Company Director

ALAN RUTLAND
15-17 City Road
London
EC1Y 1AA

Office Manager

Dated the 3rd day of March 1980

Witness to the above Signatures :-

RITA DAVIS
15-17 City Road
London
EC1Y 1AA

Company Secretary.