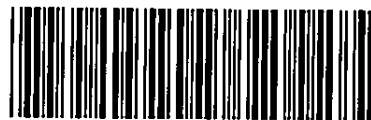


Dated 30th January

TUESDAY



A53	*AQB5C7UT*	246
	03/03/2009	
	COMPANIES HOUSE	
A40	*AV1QF/J1*	279
	20/02/2009	
	COMPANIES HOUSE	

MEMORANDUM AND ARTICLES OF ASSOCIATION

Of

DATATRADE LIMITED

(As adopted by Special Resolution dated 5th February 1999
and amended 21st June 2000, 9th January 2007 and 30th January 2009



8, Hazelwood Road
Northampton NN1 1LP
Tel: 01604 887450

THE COMPANIES ACTS 1948 to 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

Of

DATATRADE LIMITED

(as adopted by Special Resolution dated 5th February 1999

and amended 21st June 2000, 9th January 2007 and 30th January 2009)

1. The name of the Company is " Datatrade Limited
2. The Company is to be a private limited company.
3. The registered office of the Company will be situate in England and Wales
4. The objects for which the Company is established are:
 - (A) To design, modify, develop, manufacture, assemble and deal in computers, computer hardware and software and peripheral equipment and word processing and similar equipment and to provide a technical and advisory service for users and potential users of computers, word processors and other electronic or automatic equipment and to devise and supply programs and other software for such users
 - (B) To carry on any other business which seems to the Directors suitable for carrying on with the general business of the Company or for furthering its objects or enhancing its assets;
 - (C) To purchase or otherwise acquire all or any part of the business, property and liabilities of any company, society, partnership or person, formed for all or any part of the purposes within the objects of this Company, and to conduct and carry on, or liquidate and wind up, any such business;
 - (D) To purchase, take on lease, or otherwise acquire for the purposes of the Company, any estates, lands, buildings, easements or other interests in real estate, and to sell, let on lease, or otherwise dispose of or grant rights over any real property belonging to the Company;

(E) To apply for and take out, purchase or otherwise acquire any designs, trade marks, patents, patent rights or inventions, copyright or secret processes, which may be useful for the Company's objects, and to grant licences to use the same;

(F) To manufacture, buy, sell, and generally deal in, any plant, machinery, tools, goods or things of any description, which in the opinion of the Company may be conveniently dealt with by the Company in connection with any of its objects;

(G) To let on lease or on hire the whole or any part of the real and personal property of the Company on such terms as the Company shall determine

(H) To sell or otherwise dispose of any debts due or to become due to the Company to factors or others for collection and to act as agents for such factors or others in the collection of debts so sold and to enter into any obligations for recourse or otherwise in connection therewith

(I) To construct, alter, improve, demolish or remove any building, erection or equipment according to the expediences of the Company's business;

(J) To borrow as may be thought expedient and to secure the return or repayment of borrowings (or the payment of money owing) by mortgage, charge or lien on all or any of the Company's undertaking and assets, present and future, including uncalled capital, and to issue debentures or debenture stock, redeemable or otherwise;

(K) To use, develop and grant rights or privileges in respect of any assets of the Company;

(L) To issue, place or underwrite shares, stocks or securities of any company;

(M) To invest and deal with money not immediately required for business and to dispose of or vary investments;

(N) To lend or give credit to such persons (especially but not only customers, subsidiaries and associated companies) as may be thought expedient and to receive money on deposit or loan from and provide guarantees or security for those persons, and to secure and guarantee any obligation which the Company may so undertake by any means which would be available if the Company directly owed money;

(O) To negotiate for and accept arrangements, rights, concessions and privileges available from governments or other authorities;

(P) To enter into partnership, profit-sharing, co-operation or amalgamation with any person or body carrying on any business or operation which the Company is

authorised to carry on or which might be beneficial to the Company's business or assets or the furtherance of its objects;

(Q) To found and support organisations, trusts and schemes aimed at benefiting officers, ex-officers, employees or ex-employees of the Company (or any subsidiary or associated company) and their dependants; to grant them pensions and allowances, to pay insurance premiums for their benefit, and to subscribe to or guarantee charitable or benevolent objects, exhibitions and public, general and useful objects;

(R) To dispose of or otherwise deal with all or any of the Company's undertaking or assets for shares or other consideration;

(S) To promote or support any other organisation for taking over all or any of the Company's assets, liabilities or obligations or for any other purpose which may seem beneficial to the Company and to pay all preliminary expenses of the Company and any other company formed or promoted by the Company;

(T) To pay or remunerate as thought expedient any person or body rendering service to the Company;

(U) To draw, accept, endorse, discount, negotiate and issue bills, notes, scripts, warrants and other transferable and negotiable instruments;

(V) To distribute assets of the Company among the members in kind, distinguishing between capital and profits and taking care not to break the law by reducing capital without proper sanction;

(W) To carry on the Company's activities anywhere in the world, alone or with, for or through others; and to do anything incidental or conducive to the attainment of all or any of the above objects;

And each of the Company's objects is independent of the others and is not subsidiary to or restricted by any of the others

5. The liability of the members is limited.

6. The share capital of the Company is £100,000, divided into 100,000 shares of £1.00 each of which 4 are designated "A" shares, 4 "B" shares and 51,492 "C" shares with the balance being Ordinary shares

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 (in words)
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JOHN WILDMAN 33 Ludgate Hill London EC4 Company Director	ONE
---	-----

MARK JOHN BRAZIER 33 Ludgate Hill London EC4 Company Director	ONE
--	-----

Dated the 18th day of April 1980

Witness to the above signatures:

P.C. TILBURY
33 Ludgate Hill
London EC4
Company Director

THE COMPANIES ACTS 1948 to 1985
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF

DATATRADE Limited

(as adopted by Special Resolution dated 5th February 1999
and amended 21st June 2000, 9th January 2007 and 30th January 2009

PRELIMINARY

1. Subject as hereinafter provided, the Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended at the date hereof (hereinafter referred to as "Table A"), shall apply to the Company together with the Articles hereinafter contained and in case of variation or inconsistency the latter shall prevail. Words in italics are for reference and shall not be used in construction of these Regulations.

SHARES

2. The present issued share capital of the Company is £100,000 divided into 100,000 shares of £1.00 each of which 4 are designated "A" shares, 4 "B" shares and 51,492 "C" shares with the balance being Ordinary shares

3. For the period until 1st January 2012 the directors of the Company are authorised to allot, grant options over or otherwise dispose of the capital of the Company to such persons at such times and on such conditions as they think fit, subject to the provisions of Section 80 of the Act and provided that no shares shall be issued at a discount.

LIEN

4. Regulation 8 of Table A (*lien*) shall not apply and the Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all monies presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one or two or more joint holders; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article.

The Company's lien, if any, on a share shall extend to all dividends payable thereon.

PROCEEDINGS AT GENERAL MEETINGS

5. Regulation 40 of Table A (*Quorum*) shall not apply to the Company. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum shall consist of two Members.

6. Regulation 41 of Table A (*adjournment of meeting*) shall not apply to the Company.

NO CHAIRMAN'S CASTING VOTE

7. The Chairman shall not, in the event of an equality of votes at any general meeting of the Company, or at any meeting of the directors or of a committee of directors, have a second or casting vote. Regulation 88 is modified accordingly.

INFORMATION IN GENERAL MEETING NOTICE

8. Every notice convening a general meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the Auditors for the time being of the Company.

BORROWING POWERS

9. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over 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 debt, liability or obligation of the Company or any third party.

ALTERNATE DIRECTORS

10.(a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Regulation 66 in Table A shall be modified accordingly.

(b) A Director, or any such other person as is mentioned in Regulation 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

DISQUALIFICATION OF DIRECTORS

11.(a) Paragraph (e) in Regulation 81 of Table A (*6 months absence*) shall not apply to the Company.

(b) The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Regulation 81 in Table A shall be modified accordingly.

GRATUITIES AND PENSIONS

12.(a) The Directors may exercise the powers of the Company conferred by the Memorandum of Association of the Company relating to gratuities and pensions and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Regulation 87 of Table A (*ex directors*) shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

13. In Regulation 88 of Table A (*casting vote*) as it applies to the Company the fifth sentence thereof shall be omitted.

14.(a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(b) Regulations 94 to 97 (inclusive) in Table A (*directors conflict of interest*) shall not apply to the Company.

SEAL

15. The Directors shall determine who may sign any instrument as a deed on behalf of the Company or witness the affixing of the seal (if any) and unless so determined the signing or witnessing shall be by a Director together with the Secretary or a second Director. If the Company has no seal then share certificates shall be signed as if they were deeds. Regulation 6 of Table A shall only apply if the Company has a seal and Regulation 101 of Table A shall not apply. The Directors shall have the necessary authority to deal in all respects with the official seal for use by the Company abroad as conferred by Section 39 of the Act.

INDEMNITY

16(a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which

relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) Regulation 118 of Table A (*indemnity*) shall not apply to the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

JOHN WILDMAN

33 Ludgate Hill

London EC4

Company Director

MARK JOHN BRAZIER

33 Ludgate Hill

London EC4

Company Director

Dated the 18th day of April 1980

Witness to the above signatures:

P.C. TILBURY

33 Ludgate Hill

London EC4

Company Director