

G

COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**Please do not
write in
this margin

Pursuant to section 12(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

For official use

[] [] []

2386331

Name of company

* MADE TO MEASURE (TRAINING SOFTWARE) LIMITED

* insert full
name of Company

I, Pauline Bertrand

of 11 Kingsmead Square, Bath, BA1 2AB

† delete as
appropriate

do solemnly and sincerely declare that I am a ~~director or engaged in the formation of the company~~†
[person named as ~~director or~~ secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it 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 7 Gay Street
Bath BA1 2PJ

Declarant to sign below

Avon
the 26th day of April
One thousand nine hundred and eighty-nine
before me Mrs. Judith Appleby

P. Bertrand

~~A Commissioner for Oaths or Notary Public or Justice of the Peace or~~
~~His Majesty's Solicitor~~ having the powers conferred on a
Commissioner for Oaths.

Presenter's name address and
reference (if any):Datasearch
11 Kingsmead Square
Bath BA1 2AB
Tel : 0225-460526
Tlx : 449212For official Use
New Companies Section

Post room

COMPANIES HOUSE
06 MAY 1989

M

22

G

COMPANIES FORM No. 10

10**Statement of first directors
and secretary and intended
situation of registered office**Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies

For official use

* insert full name
of company

Name of company

* **MADE TO MEASURE (TRAINING SOFTWARE) LIMITED**

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

2 IVY COTTAGE	
COXGROVE HILL	
PUCKLECHURCH	
BRISTOL	Postcode BS17 3NL

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

Datasearch Business Information Limited	
11 Kingsmead Square	
Bath	
Avon	Postcode BA1 2AB

Number of continuation sheets attached (see note 1)

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

Datasearch
11 Kingsmead Square
Bath
BA1 2AB
Tel : 0225-460526

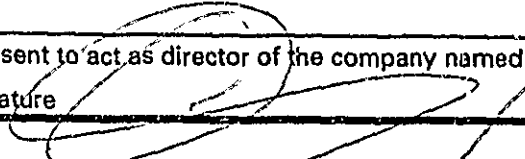
For official Use
General Section

Post room

COMPANIES HOUSE
06 MAY 1989
22

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 (note 2) are as follows:

Please do not write in this margin

Name (note 3) Paul Dolan		Business occupation	
		Formation Agent	
Previous name(s) (note 3) Nil		Nationality	
Address (note 4) 11 Kingmead Square		British	
Bath		Date of birth (where applicable)	
Avon	Postcode BA1 2AB	(note 6) N/A	
Other directorships † N/A			
I consent to act as director of the company named on page 1			
Signature 		Date 25-4-89	

† enter particulars of other directorships held or previously held (see note 5) If this space is insufficient use a continuation sheet

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)			
		Date of birth (where applicable)	
	Postcode	(note 6)	
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)			
		Date of birth (where applicable)	
	Postcode	(note 6)	
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

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

Name (notes 3 & 7)		Pauline Bertrand	
Previous name(s) (note 3)		Nil	
Address (notes 4 & 7)		11 Kingsmead Square	
Bath			
Avon		Postcode	BA1 2AB
I consent to act as secretary of the company named on page 1			
Signature		Date	
P. Bertrand.		25-1-89	

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

Signature of Agent on Behalf of Subscriber _____ Date _____

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

Signed	Date 2-5-4-89
Signed P. Bertrand.	Date 2-5-4-89
Signed	Date
Signed	Date
Signed	Date
Signed	Date

100
2386331 10/5
THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

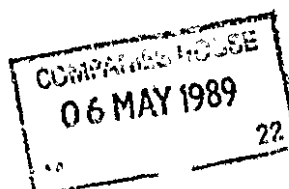


MEMORANDUM OF ASSOCIATION OF

MADE TO MEASURE (TRAINING SOFTWARE) LIMITED

1. The Company's name is "Made To Measure (Training Software) Limited".
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are :

(A) To carry on all or any of the businesses of proprietors and operators of training courses of every and any description and to provide facilities for the delivery and holding of classes, lectures, exhibitions and conferences in relation thereto, and to do all such acts and things as may be deemed necessary for imparting instructions; to carry on the businesses of management, personnel, business, marketing and sales consultants and advisers, to employ, train and exploit the services of staff and personnel of all kinds, to act as advisers and consultants in trade development, efficiency technique, business, office and works management studies, public and personnel advertising, marketing, sales promotion and product design in relation to all types of commercial and manufacturing undertakings and technical, economic and financial matters affecting commerce and industry; to act as manufacturers, publishers, printers, distributors and retailers of disks, records, tapes, teaching programmes, computer software, books, magazines, journals, periodicals, papers, pamphlets and educational and literary works and undertakings of all kinds; to establish, maintain and operate a secretarial agency and to perform all duties of a secretarial nature including typing, word processing, data processing, shorthand, duplicating, photocopying, translating, instructing and advising on all matters appertaining thereto and to provide office accommodation and related services of every description; to operate an employment agency and to seek business and trade appointments for permanent or temporary staff of all kinds; to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description and to establish, develop and extend the same or sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any companies of which this Company is a member or which are in any manner controlled by, or connected with this Company.



LIB 2540x7

469834

- (B) To carry on any other trade of business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, 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 or any branch or department thereof.
- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, 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 borrow or raise or secure the payment of money for the purpose of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (G) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and 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.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

- (I) 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 support, or to aid in 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 or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company.
- (J) To draw, make accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (K) 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 may from time to time be determined.
- (L) 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.
- (M) 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 mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (N) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concessions 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, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (O) 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 which this Company is authorised to carry on, or 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.
- (P) 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.
- (Q) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (R) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (S) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the Members is limited.

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

We, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of Shares shown opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS

NUMBER OF SHARES
TAKEN BY EACH
SUBSCRIBER

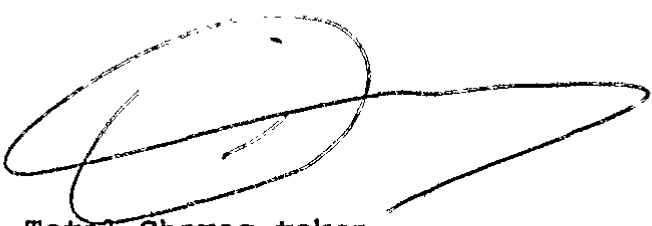
Pauline Bertrand
11 Kingsmead Square
Bath
BA1 2AB

One

P. Bertrand.

Paul Dolan
11 Kingsmead Square
Bath
BA1 2AB

One


Total Shares taken

Two

DATED THE 25TH DAY OF APRIL 1989

WITNESS TO THE ABOVE SIGNATURES :

Henrietta Kilminster
11 Kingsmead Square
Bath
BA1 2AP

H. Kilminster

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

MADE TO MEASURE (TRAINING SOFTWARE) LIMITED

PRELIMINARY

1. The Regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 3, 8, 24 and 64 of Table A shall not apply to the Company; and in addition to the remaining Clauses of Table A, as varied hereby, the following shall be the Articles of Association of the Company.

2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any Shares in or Debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any Shares in or Debentures of the Company with a view to all or any of those Shares or Debentures being offered for sale to the public.

SHARES

3. The Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80 (2) of the Act) of the Company to such persons and generally on such terms and in such manner as they think fit.

4. (i) The general authority conferred by Article 3 hereof shall extend to all relevant securities of the Company from time to time unissued during the currency of such authority. The said general authority shall expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting.

(ii) The Directors shall be entitled under the general authority conferred by Article 3 hereof to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.

5. Section 89 (1) of the Act shall not apply to any allotment of Shares in the Company.

6. Subject to the provisions of Part V of the Act the Company may:

(A) issue any Shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof;

(B) purchase its own Shares (including any redeemable Shares);

(C) make a payment in respect of the redemption or purchase under Section 159 or (as the case may be) Section 162 of the Act of any of its Shares otherwise than out of its distributable profits or the proceeds of a fresh issue of Shares.

7. The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid Share) for all moneys (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 fully paid or not) standing registered in the name of any Member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; 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 on a Share shall extend to all dividends payable thereon.

GENERAL MEETINGS

8. Clause 41 of Table A shall be read and construed as if the last sentence ended with the words", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved".

DIRECTORS

9. Unless and until the Company in General Meeting shall otherwise determine, there shall not be any limitation as to the number of Directors. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A.

10. The first Director or Directors of the Company shall be the person or persons named in the Statement delivered under Section 10 of the Act. If the instrument of appointment of a Director so provides, he shall be a Permanent Director and not subject to retirement by rotation; and Clauses 73 to 77 (inclusive) of Table A shall not apply to any Permanent Director.

11. A Director shall not be required to hold any Share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company.

12. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock, and other Securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

13. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 94 of Table A shall be modified accordingly.

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

TRANSFER OF SHARES

15. The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any Share, whether or not it is a fully paid Share.

NAMES AND ADDRESSES OF SUBSCRIBERS

Pauline Bertrand
11 Kingsmead Square
Bath
BA1 2AB

P. Bertrand.

Paul Dolan
11 Kingsmead Square
Bath
BA1 2AB



DATED THE 25TH DAY OF APRIL 1989

WITNESS TO THE ABOVE SIGNATURES :

Henrietta Kilminster
11 Kingsmead Square
Bath
BA1 2AB

H. Kilminster.

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2386331

I hereby certify that

MADE TO MEASURE (TRAINING SOFTWARE) LIMITED

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 18 MAY 1989

M. Moss
MRS. M. MOSS

an authorised officer