

FILE COPY



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

Company No. 2959240

The Registrar of Companies for England and Wales hereby certifies that  
SOURCE ESCROW LIMITED

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

Given at Companies House, Cardiff, the 16th August 1994



\*N02959240I\*

*P. DEVAN*  
P. DEVAN

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B

**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 letteringTo the Registrar of Companies  
(Address overleaf)

For official use

For official use

Name of company

\* insert full  
name of Company\* SOURCE ESCROW LIMITEDI, SUNDER MANSUKHANI SIGNING ON BEHALFof C & M REGISTRARS LIMITEDof P.O. BOX 55, 7 SPA ROADLONDON SE16 3QQ† delete as  
appropriate

do solemnly and sincerely declare that I am a [~~Solicitor engaged in the formation of the company~~]<sup>†</sup>  
(person named as director or secretary of the company in the statement delivered to the registrar  
under section 10(2))<sup>†</sup> 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 Bishopsgate House,  
5/7 FOLGATE STREET

Declarant to sign below

BISHOPSGATE, LONDON, E1 6BXthe 3rd day of AugustOne thousand nine hundred and ninety fourbefore me [Signature]

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

A.J. Hooper  
SolicitorPresenter's name address and  
reference (if any):

OYEZ STEPHEN COX COMPANY SERVICES  
P.O. BOX 55  
7 SPA ROAD  
LONDON SE16 3QQ

For official Use

New Companies Section

Post room



COMPANIES HOUSE

10

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

This form should be completed in black.

Company name (in full)

CN

For official use ☐

SOURCE ESCROW LIMITED

Registered office of the company on  
incorporation.

RO

DEERY HOUSE

LYTHAM ROAD

Post town FULWOOD

County/Region PRESTON

Postcode PR2 4JF

If the memorandum is delivered by an  
agent for the subscribers of the  
memorandum mark 'X' in the box  
opposite and give the agent's name  
and address.



Name OYEZ STEPHEN COX COMPANY SERVICES

RA

P.O. Box 55

7 Spa Road

Post town London

County/Region

Postcode SE16 3QQ

Number of continuation sheets attached



To whom should Companies House  
direct any enquiries about the  
information shown in this form?

OYEZ STEPHEN COX COMPANY SERVICES

DX 80705 BERMONDSEY

Postcode

Telephone 071 394 9311

Extension

# Company Secretary (See notes 1 - 5)

Name \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

## Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Consent signature

CS	C & M SECRETARIES LIMITED		
AD	P.O. Box 55		
	7 Spa Road		
	Post town	London	
	County/Region		
	Postcode	SE16 3QQ	Country UK
	I consent to act as secretary of the company named on page 1		
	Acting on behalf of C & M SECRETARIES LIMITED		
	Signed	<i>[Signature]</i>	Date 3/8/94

## Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

## Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth

Business occupation

Other directorships

\* Voluntary details

Consent signature

CD	C & M REGISTRARS LIMITED		
AD	P.O. Box 55		
	7 Spa Road		
	Post town	London	
	County/Region		
	Postcode	SE16 3QQ	Country U.K.
	DO		Nationality NA LIMITED CO.
	OC		
	OD		
	I consent to act as director of the company named on page 1		
	Acting on behalf of C & M REGISTRARS LIMITED		
	Signed	<i>[Signature]</i>	Date 3/8/94

**Directors (continued)**

(See notes 1 to 5).

**Name****\*Style/Title****Forenames****Surname****\*Honours etc****Previous forenames****Previous surname****Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

**Date of birth****Business occupation****Other directorships****\* Voluntary details****Consent signature****CD****AD****Post town****County/Region****Postcode****Country****DO****Nationality****NA****OC****OD****I consent to act as director of the company named on page 1****Signed****Date**

Delete if the form  
is signed by the  
subscribers.

**Signature of agent on behalf of all subscribers****Date**

Delete if the form  
is signed by an  
agent on behalf of  
all the subscribers.

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

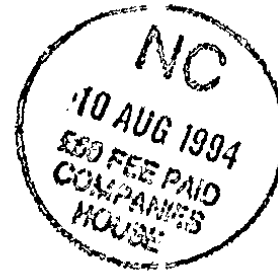
**Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

SOURCE ESCROW LIMITED



1. The Company's name is SOURCE ESCROW LIMITED.
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are :-
  - (A) (1) To carry on business as designers, manufacturers, importers, exporters, consultants, servicers, maintainers, hirers and dealers in computer hardware and software, computer games, computer security systems and security equipment of every description, and to provide data processing, computer and accounting services and to act as advisers, contractors and consultants on all matters connected with the operation and use of computers; to undertake data preparation, desk top publishing, word processing, printing, mailing, file maintenance, P.C. system packages, programming and processing, system analysis and the operation of computers and to offer these services to any company, corporation, person or body and to buy and sell computer time; to act as specialists in commercial business developments and reconstructions, business consultants, organisers, managers and investigators; secretaries and registrars of public or private limited companies or other business firms; business transfer agents, employment agents, company promoters, management consultants, underwriters, financiers, bill brokers, insurance brokers and generally to undertake and execute agencies and commissions of any kind and offer secretarial services in all their branches.
  - (2) To undertake and execute agency or commission work of all kinds and to act generally as agents, factors and brokers for the sale or purchase of goods and the provision of services and travel.

208985

- (B) To carry on such other business or trade as the Directors of the Company may from time to time consider can be conveniently or advantageously carried on by the Company in furtherance of any of its objects.
- (C) To buy, take on lease, or in exchange, hire or otherwise acquire and hold for any estate or interest whatsoever anywhere in the world any property of any nature whatsoever, whether movable or immovable, tangible or intangible, which the Company may deem necessary or convenient for the purposes of or in connection with its business and to sell, lease, license, grant rights in or over, improve, exploit, turn to account, mortgage or develop all or any part of such property or generally deal with the same in such manner and for such consideration as the Company may think fit.
- (D) To build, erect, construct, maintain, alter, renovate, enlarge, demolish, remove or replace any buildings, structures, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid or contributing to the cost thereof.
- (E) To borrow or raise money anywhere in the world and in any currency upon such terms and on such security (if any) as may be considered expedient and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by way of mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by way of similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be.
- (F) To apply for, take out, hold, use, purchase or otherwise acquire any patents, licences, franchises, concessions and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information or data whatsoever and to exercise, use, develop, exploit, grant licences in respect of or otherwise turn to account any rights, information or data so acquired.
- (G) To invest in, purchase, subscribe for or otherwise acquire and hold and deal with any investments, shares, stock, debentures, debenture stock, bonds or securities of any nature whatsoever of any other company or corporation established, constituted or carrying on business in any part of the world.

- 12108194
- (H) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing of the subscription of any shares, debentures, debenture stock, bonds, stock and securities of any company or corporation anywhere in the world, whether limited or unlimited, at such times and upon such terms and conditions as to remuneration or otherwise as the Company may deem expedient.
  - (I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as the Company may from time to time deem expedient.
  - (J) To lend money or give credit with or without security on such terms as the Company may deem expedient and receive money on deposit or loan from and give guarantees or become surety for any persons, firms or companies whatsoever and wheresoever.
  - (K) To enter into partnership or into any joint enterprise or arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is lawfully entitled to carry on or any business or transaction capable of being conducted so as to benefit the Company directly or indirectly.
  - (L) To purchase, take over or otherwise acquire or undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is lawfully entitled to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as to benefit the Company directly or indirectly.
  - (M) To sell, assign, exchange, lease, dispose of, exploit, turn to account or otherwise deal with all or any part of the undertaking of the Company at such time and for such consideration as the Company may deem expedient and in particular the shares, stock or securities of any other company formed or to be formed.
  - (N) To establish, promote, finance or otherwise assist either alone or in conjunction with others any other company for the purpose of acquiring all or any part of the assets, property, rights and liabilities of the Company or for any other purpose which the Company may consider likely to benefit the Company directly or indirectly.

- (O) To pay for any rights or property purchased or otherwise acquired by the Company and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever and generally on such terms as the Company may determine and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (P) To receive or accept payment in whole or in part for any property or rights sold or otherwise disposed of by the Company and for any services rendered by the Company either cash, whether by instalments or otherwise, or stock or shares, whether fully or partly paid up, of any company or corporation or any debentures or other securities of any company or corporation and generally on such terms as the Company may deem expedient and to hold or generally deal with by sale or otherwise any stock, shares, debentures or securities so received or accepted.
- (Q) To make, draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip warrants and other negotiable instruments of any nature.
- (R) To establish, subscribe to, subsidise or otherwise aid or help in the establishment or support of any associations, institutions, clubs, funds, trusts and schemes calculated to be for the benefit of or to advance the well being or welfare of the directors, ex-directors, officers, ex-officers, employees, or ex-employees of the Company or the families, dependents or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, or families, dependents or connections and to subscribe or guarantee money for any charitable, benevolent or useful object of a public nature.
- (S) To distribute among the members in specie any property or assets of the Company or any proceeds of sale or disposal of any property or assets 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 and from time to time required by law.
- (T) To give or render whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a)) of the Companies Act 1985 ("the Act") for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act subject to and in strict compliance with the provisions of Sections 155 to 153 inclusive of the Act (if and insofar as the same may be applicable).

- (U) To do, carry out or execute all or any of the foregoing objects and things in any part of the world either alone or in conjunction with others and whether or not as principals, agents, contractors, trustees, factors or otherwise and whether or not by or through agents, sub-contractors, trustees or otherwise.
- (V) To do all such other things as may be deemed incidental, ancillary or conducive to the attainment of the foregoing objects or any of them.

It is hereby expressly declared that the objects of the Company as specified in each of the foregoing sub-clauses shall be separate and distinct objects of the Company and shall not in any way be limited by reference to any other sub-clauses or the order in which the same appear. The widest interpretation shall be given to the objects contained in each sub-clause and shall not be restrictively construed and the objects contained therein shall not, save where the context expressly so requires, be in any way restricted or limited by inference from or reference to any other object or objects set forth in such sub-clause or from the terms of any other sub-clause. None of such sub-clauses or the objects mentioned therein or the powers thereby conferred shall be deemed ancillary to or subsidiary to the powers or objects mentioned in any other sub-clause.


4. The liability of the members is limited.

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


1208194

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
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For and on behalf of  
C & M REGISTRARS LIMITED  
P O BOX 55  
7 SPA ROAD  
LONDON SE16 3QQ

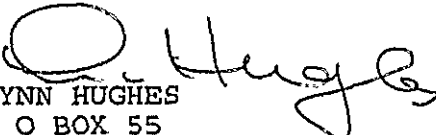
ONE

  
For and on behalf of  
C & M SECRETARIES LIMITED  
P O BOX 55  
7 SPA ROAD  
LONDON SE16 3QQ

ONE

Dated the 3rd August. 1994.

WITNESS to the above Signatures :-

  
LYNN HUGHES  
P O BOX 55  
7 SPA ROAD  
LONDON SE16 3QQ

THE COMPANIES ACTS 1985 TO 1989

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PRIVATE COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

OF

SOURCE ESCROW LIMITED

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PRELIMINARY

1. (a) The regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended and as in force at the date of incorporation of the Company ("Table A") shall apply to the Company except insofar as they are excluded, varied or modified by these Articles and such regulations (except insofar as they are excluded, varied or modified as aforesaid) together with these Articles shall constitute the Regulations of the Company.

(b) Unless the context otherwise requires, the words or expressions defined in Regulation 1 of Table A shall bear in these Articles the meanings so defined.

ALLOTMENT OF SHARES

2. The Company is a private limited company having a share capital and accordingly the Company shall not -

- (a) offer to the public (whether for cash or otherwise) any shares in or debentures of the Company;
- (b) allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public.

3. The Directors of the Company are authorised during the period of five years from the date of incorporation of the Company to exercise generally and unconditionally the power of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company at such time or times to such person or persons and on such conditions as they think fit subject to the provisions of Article 2 hereof and provided that no shares shall be issued at a discount.

1200894

4. Section 89(1) of the Act shall not apply to the allotments of equity securities by the Company.

#### LIEN.

5. Subject to the right of the Directors of the Company at any time to declare any share or shares to be wholly or in part exempt from the provisions of this Article, every share (whether fully paid or not) including all dividends (if any) payable thereon shall be subject to a first and paramount lien in favour of the Company for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and all shares (whether fully paid or not) including all dividends (if any) payable thereon registered in the name of any person indebted or under liability to the Company shall be subject to a first and paramount lien in favour of the Company for all moneys presently payable by him or his estate to the Company, whether he be the sole registered holder thereof or one of two or more joint holders. Regulation 8 of Table A shall be modified accordingly.

#### TRANSFER AND TRANSMISSION OF SHARES

6. Regulation 24 of Table A shall not apply to the Company.

7. (a) Except in the circumstances set out in Article 7(b) hereof, the Directors may in their absolute discretion and without assigning any reason therefor decline to register the transfer of any share whether or not it is fully paid up;

(b) Subject to the overriding proviso that nothing in these Articles contained shall prevent the Directors of the Company from declining to register a transfer of a share in respect of which the Company has a lien or to any infant, bankrupt or person of unsound mind, any share may be transferred :-

- (i) to a person who is already a member of the Company;
- (ii) to any child or remoter issue, parent, brother, sister or spouse of a member transferring, by a member of the Company;
- (iii) to any child or remoter issue, parent, brother, sister, widow or widower of a deceased member, by the personal representatives of such deceased member;
- (iv) to the trustees of the Will of a deceased member, by the personal representatives of such deceased member; and
- (v) to the trustees for the time being of the Will of any deceased member or settlement or to a person to whom such member or deceased member would have been entitled to transfer the same, by the trustees of the Will of any deceased member or of a settlement created by a member or deceased member.

## GENERAL MEETINGS

8. In every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not also be a member.

9. Every notice calling a General Meeting of the Company shall also be sent to the Auditors for the time being of the Company.

## DIRECTORS

10. Unless otherwise determined by ordinary resolution the number of Directors (other than alternate Directors) shall not be subject to any maximum but shall not be less than one and Regulation 64 of Table A shall be modified accordingly. If and whenever there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors. No share qualification shall be required by a Director.

11. The first Director or Directors of the Company shall be the person or persons so named in the statement delivered under Section 10(2) of the Act.

12. No Director shall be required to retire by rotation and Regulations 73 to 83 (inclusive) of Table A shall not apply to the Company.

## PROCEEDINGS OF DIRECTORS

13. Regulations 94, 95 and 96 of Table A shall not apply to the Company.

14. Provided that a Director shall declare his interest in any contract, transaction or arrangement, he may vote as a Director in respect of any such contract, transaction or arrangement or upon any matter or thing arising thereout and if he shall so vote his vote shall be counted.

## SECRETARY

15. The first Secretary of the Company shall be the person named as the first Secretary of the Company in the statement delivered under Section 10(2) of the Act.

## INDEMNITY

16. Subject to the provisions of the Act and in addition to the indemnity contained in Regulation 118 of Table A, every director, managing director, agent, auditor, secretary and other officer or official of the Company shall be entitled to be indemnified out of the assets of the Company from and against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

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Names and Addresses of Subscribers

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For and on behalf of  
C & M REGISTRARS LIMITED  
P O BOX 55  
7 SPA ROAD  
LONDON SE16 3QQ

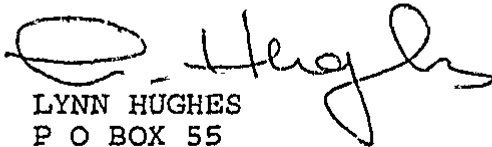


For and on behalf of  
C & M SECRETARIES LIMITED  
P O BOX 55  
7 SPA ROAD  
LONDON SE16 3QQ

---

Dated the 3rd August 1994.

WITNESS to the above Signatures :-



LYNN HUGHES  
P O BOX 55  
7 SPA ROAD  
LONDON SE16 3QQ

# G

COMPANIES FORM No. 224

## Notice of accounting reference date (to be delivered within 9 months of incorporation)

# 224

Please do not  
write in  
this margin

Pursuant to section 224 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

To the Registrar of Companies  
(Address overleaf)

Company number

9959240

Name of company

\* SOURCE RESOURCES LIMITED

\* insert full name  
of company

gives notice that the date on which the company's accounting reference period is to be treated as  
coming to an end in each successive year is as shown below:

Important  
The accounting  
reference date to  
be entered along-  
side should be  
completed as in the  
following examples:

Day Month

3 0 0 4

5 April  
Day Month

0 5 0 4

30 June  
Day Month

3 0 0 6

31 December  
Day Month

3 1 1 2

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

Signed

Designation†

Date 3/10/94

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

For official use  
D.E.B.

Post room



A34 \*AB10EB1Q\* 400  
COMPANIES HOUSE 14/01/95

**SOURCE ESCROW LIMITED**

**Company Number 2959240**

WRITTEN RESOLUTION passed at a meeting held at Derby House, Lytham Road, Fulwood, Preston, Lancashire that the authorised share capital of the Company be increased to £2,000.00 by the addition of 1,900 ordinary shares of £1.00 each.

DATED this 16th day of January 1995

SIGNED.....

MICHAEL WILLIAM LIVESEY

SIGNED.....

CHRISTOPHER GRANVILLE SCOTT

