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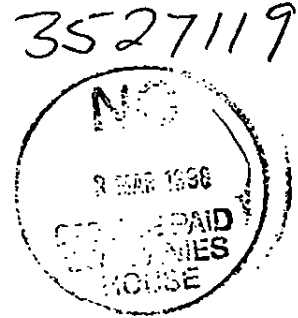
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Company Number:< >



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

0442665

- of -

Autism Hampshire Limited

1. The name of the Company is **Autism Hampshire Limited**
2. The Registered Office of the Company will be situated in England and Wales.
3. The Objects for which the Company is established are:-
 - (A) To carry on business as a general commercial company.
 - (B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof.
 - (C) To purchase or by any other means acquire any property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant stock, barges, vessels, or things and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of, any other property of the Company.
 - (D) To erect, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, and to work, manage and control the same or join with others in so doing.
 - (E) To purchase or otherwise acquire, take over and undertake the whole or any part of the business and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company or for subsidising or otherwise assisting any such person, firm or company and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock, or securities so received.

(F) To apply for, register, purchase or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, licences, trade marks, designs protections and concessions and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

(G) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.

(H) To lend and advance money or give credit to such persons, firms or companies and on such terms as may seem expedient and to give guarantees or become security for any such persons, firms or companies.

(I) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled Capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

(J) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

(K) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.

(L) To apply for, promote and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other Authority for enabling the Company to carry any of its objects into effect or for any purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(M) To enter into any arrangements with any Governments or Authorities or any companies, firms or persons that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such Government, Authority, company, firm or person any charters, contracts, decrees, rights, privileges, and concessions and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

(N) To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.

(O) To subscribe for, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.

(P) To remunerate any person, firm or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or

securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(Q) To support and subscribe to any charitable or public object and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance, and to set up, establish, support and maintain superannuation and other funds or schemes for the benefit of any of such persons and of their wives, widows, children and other relatives and dependent.

(R) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(S) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions for such consideration as the Company may think fit and in particular for shares, debentures, or securities of any company purchasing the same.

(T) To distribute among the Members of the Company in kind any property of the Company and in particular any shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.

(U) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company or to contract with any person, firm or company to pay the same and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or other securities of this Company.

(V) To procure the Company to be registered or recognised in any part of the world.

(W) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

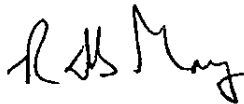
It is hereby expressly declared that each sub-Clause of this Clause shall be construed independently of the other sub-Clauses hereof, and that none of the objects mentioned in any sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-Clause.

4. The liability of the Members is limited.
5. The share capital of the Company is £100 divided into one hundred ordinary shares of £1.00 each.

We, whose names and addresses address are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association and we agree to take the number of shares in the capital of the company set opposite our names.

Name Address and Description
of Subscriber

Number of Shares
taken by
subscriber




1 share

ROGER DAVID BURKETT MAY
NEW COURT
1 BARNES WALLIS ROAD
SEGENSWORTH EAST
FAREHAM
HAMPSHIRE PO15 5UA

DATED 6th March , 1998.

WITNESS to the above signatures:-



JENNIFER MARIANNE HAYWARD
34 High Street,
Lee-on-the-Solent,
Hampshire, PO13 9BZ.

Company Number < >

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

Autism Hampshire Limited

PRELIMINARY

1. The Regulations contained in Table A of the Companies (Tables A - F) Regulations 1985 (such Table being hereinafter referred to as "Table A") shall apply to the Company save insofar as they are excluded or varied hereby: this is to say, Regulations 64, 69, 73 to 75 and 80 in Table A shall not apply to the Company; Regulations 76 to 79 and 89 shall be deemed to be modified accordingly; and in addition to the remaining Regulations of Table A, as varied hereby, the following shall be the Regulations of the Company.

PRIVATE COMPANY

2.
 - (1) The Company is a Private Company as defined in Section 1 of the Companies Act 1985.
 - (2) If at any time, and for as long as, the Company has a single member all provisions of these Articles shall (in the absence of any express provision to the contrary) apply with such modifications as may be necessary in relation to a company with a single member.

SHARES

3.
 - (1) The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons and on such terms and in such manner as they think fit.
 - (2) In exercise of the powers conferred on them by Regulation 3(1) hereof the Directors are authorised to allot or grant rights to subscribe for shares to the amount of the authorised but unissued share capital of the Company for the time being before the expiry of five years from the date of incorporation (at which date this authority shall expire) and Section 89 of the Companies Act 1985 shall not apply to allotments in pursuance of this authority.
4. The lien conferred by Regulation 8 of Table A shall attach to fully paid up shares and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

PROCEEDING AT GENERAL MEETINGS

5. If at any time the Company has only one member then one member present in person, or by proxy, or if the sole member is a corporation then the duly appointed representative of a corporation, shall be a quorum and regulation 40 of Table A shall be varied accordingly.

DIRECTORS

6. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be more than seven but need not exceed one. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Regulations or Table A.
7. The first Directors of the Company shall be appointed by the Subscriber hereto by an instrument in writing under the Subscriber's hands.
8. 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.
9. 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.
10. 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 Regulation 94 of Table A shall be modified accordingly.
11. Unless otherwise provided by resignation letter or resolution of the Directors a Director who retires at any meeting shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.
12. Any Director may participate in a meeting of the Directors or a Committee of the Directors by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear and speak to each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is.

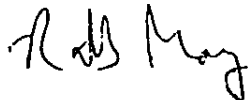
SHARE CAPITAL

13. The Share Capital of the Company is £100 divided into 100 ordinary shares of £1.00 each.

INDEMNITY

14. Every director or other officer of the Company shall be entitled to be insured out of the assets of the Company against any liabilities or losses (subject to public policy considerations) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto and he shall also be entitled to be indemnified against any liability incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144(3)

or (4) or Section 727 of the Companies Act 1985 in which relief is granted to him by the Court so that 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. This Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Companies Act 1985 as amended by Section 137 of the Companies Act 1989.



ROGER DAVID BURKETT MAY
NEW COURT
1 BARNES WALLIS ROAD
SEGENSWORTH EAST
FAREHAM
HAMPSHIRE PO15 5UA

1 Share

DATED: 6th March 1998.

WITNESS to the above signatures:



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