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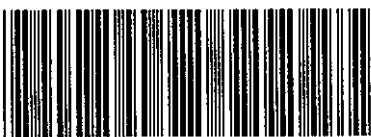
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3573793

The Registrar of Companies for England and Wales hereby certifies that
MONSOON SOFTWARE 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 2nd June 1998



N035737930

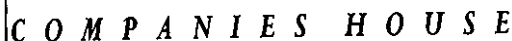
R. C. Edwards
R. C. EDWARDS

For the Registrar of Companies



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

HC007B



12

Company Name in full



1.

GRANT McMINN

of

19-20 GARLICK HILL, LONDON EC4V 2AL

do solemnly and sincerely declare that I am a [XXXXXXXXXXXXXXX]
 formation of the company/ person named as director or secretary of the
 company in the statement delivered to the Registrar under section 10 of the
 Companies Act 1985]† and that all the requirements of the Companies Act
 1985 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 Statutory Declarations Act 1835.

Declarant's signature

Declared at

19-20 GARLICK HILL, LONDON EC4V 2AL

the

Twentieth

day of

April

One thousand nine hundred and ninety

Eight

① Please print name.

before me ^①

C HUGHES

Signed

Date _____

20/04/98

~~A Commissioner of Oaths or Notary Public or Justice of the Peace or Solicitor~~

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

19-20 GARLICK HILL

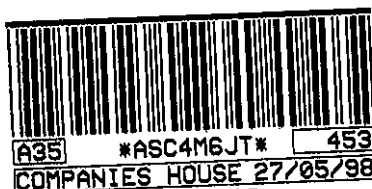
LONDON

EC4V 2AL

Tel 0171 236 7583

DX number

DX exchange



When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

FORBES COMPUTER SYSTEMS

10

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

Company Number

Company Name in full



* F 0 1 0 0 H 3 0 *

Monsoon Software

Limited

Proposed Registered Office

1ST FLOOR

(PO Box numbers only, are not acceptable)

19-20 GARLICK HILL

Post town

LONDON

County / Region

Postcode

EC4V 2AL

If the memorandum is delivered by an
agent for the subscriber(s) of the
memorandum mark the box opposite and
give the agent's name and address.

Agent's name

N/A

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

LONDON ORIENTATION

19-20 GARLICK HILL, LONDON EC4V 2AL

Tel 0171 236 7583

DX number

DX exchange



A35 *ASC4L6JS* 452
COMPANIES HOUSE 27/05/98

When you have completed and signed the form please send it to the
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Companies House, Crown Way, Cardiff, CF4 3UZ **DX 33050 Cardiff**

for companies registered in England and Wales or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

Forename(s)

L.O. NOMINEES LIMITED

**Voluntary details*

Surname

Previous forename(s)

Previous surname(s)

Address

1ST FLOOR

Usual residential address

For a corporation, give the registered or principal office address.

19-20 GARLICK HILL

Post town

LONDON

County / Region

Postcode

EC4V 2AL

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

20/04/98

Directors (see notes 1-5)

Please list directors in alphabetical order

Name *Style / Title

*Honours etc

Forename(s)

L.O. DIRECTORS LIMITED

Surname

Previous forename(s)

Previous surname(s)

Address

1ST FLOOR

Usual residential address

For a corporation, give the registered or principle office address.

19-20 GARLICK HILL

Post town

LONDON

County / Region

Postcode

EC4V 2AL

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

20/04/98

Directors

(continued)

(see notes 1-5)

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous Surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

**This section must be signed by
Either**

**an agent on behalf
of all subscribers**

Signed

Date

Or the subscribers

**(i.e. those who signed
as members on the
memorandum of
association).**

Signed

Date

20/04/98

Signed

For and on behalf of

Date

Signed

L.O.Directors Limited

Date

Signed

Date

Signed

Date

Signed

Date

3573793

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

MONSOON SOFTWARE LIMITED

1. The name of the Company is "MONSOON SOFTWARE LIMITED".

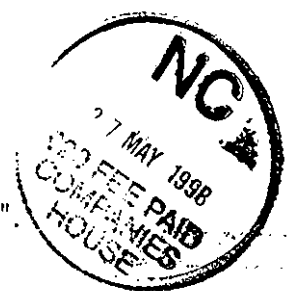
2. The Registered Office of the Company will be situated in England.

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

A.1. To carry on the business or businesses of sporting and leisure activities, general merchants, exporters, importers, manufacturers, factors, hirers, mail order dealers, accountants, consultants, brokers and dealers both wholesale and retail in all articles of commercial, industrial, scientific, surgical, manufacturing, personal and household use and consumption, ornament, recreation and amusement.

A.2. To carry on all or any of the following businesses: proprietors of shops, warehouses, workshops, garages, offices and factories of all kinds, hotels and cafes, restaurants, houses, launderettes, flats, furnished and unfurnished rooms, and to buy, develop, lease and deal generally in land whether freehold or leasehold, property services including estate agents, holiday camps and chalets, financial agents, and brokers, accountants, investment agents, insurance agents and brokers, employment agents, recruitment consultants, builders, decorators, contractors, carpenters, joiners, civil, mechanical, heating, electrical, motor and general engineers, welders, computer programmers, operators, analysts, designers and software writers and suppliers, film, video and record producers and publishers, printers, stationers, theatrical agents, booking agents, chemists, grocers, clothiers, garment manufacturers, textile suppliers, jewellers and dealers in precious gems and stones and metals of all kinds, greengrocers, tobacconists, newsagents, confectioners, funeral directors, undertakers, bookmakers, caterers, consultants, haulage contractors, shippers and freight forwarders, estate agents, hairdressers, photographers, security contractors, insulation contractors, detective agents, lecturing, teaching pottery and ceramics, car hirers and to act as dealers generally in electrical and electronic goods and services and to supply travel services and to act as travel agents, and suppliers of transport services and facilities of all kinds including sporting facilities and grounds and goods, and to supply double glazing insulation and security systems and goods and services of all kinds by mail order and to supply telecommunication goods, services to run night-clubs, repairs and manufacture aircraft, supply agricultural services and expertise, and to undertake cleaning services of all kinds.

A.3. To undertake and execute agency or commission work and to act generally as agents, employment agency, factors and brokers for the sale and purchase of goods and the provision of services and travel.



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0061425



- B. To carry on any other trade or business which can, in the opinion of the Directors of the Company, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses of 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 in land, buildings, rights, privileges, easements, lands, licences, machinery, plant processes of all kinds, stock in trade, and any real or personal property of any kind, necessary, convenient or useful or advantageous to the general business of the Company.
- D. To borrow or raise or secure payment of money for the purpose or in connection with the business of the Company and for the purpose of raising money for the Company to become a member of any building society.
- E. To construct, enlarge, alter and erect and maintain roads, plant, railways, sidings, bridges, reservoirs, shops, stores, buildings, factories, works, plan and machinery used in connection with the business of the Company and to enable any of the above to be effected by any third party.
- F. To mortgage and charge the undertaking, and all or any of the real or personal property and other assets, whether present or future, and all or any of the uncalled capital of the Company, and to issue at par or at premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures and debenture stock, either permanent or redeemable or repayable and collaterally or to secure any securities of the Company by any trust deed or other assurance of any kind.
- G. 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.
- H. To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and all other negotiable instruments of all kinds.
- I. To make advances to customers and others with or without security, as the Company sees fit, and to guarantee the liabilities, obligations and contracts of customers and others and the dividends, interest and capital of the stocks, shares or securities of any Company in which this Company is a member or otherwise interested.
- J. To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in the business or the dependants of such persons and to establish, support or aid in the establishment and support of any schools or other educational, scientific, literary, religious or charitable institutions or societies, whether they are connected with the business of the Company or its predecessors or not and to establish and maintain any club or benefit fund or profit sharing scheme for the interests or advancement or education of the Company or its officers or other persons employed whether past or present by the Company.

- K. To pay for any property or rights of any kind acquired by the Company or by its agents on its behalf either in cash or fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividends, repayments of capital, voting rights or otherwise, or by any securities which the Company has power to issue, or partly in one method and partly in another, and generally on such terms as the Company may approve.
- L. To invest and deal with all moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and such a manner as may be determined at any time by the Company.
- M. To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, whether in cash, by instalments or by other methods, or in fully or partly paid up shares or stocks of any Company or Corporation, with or without preferred or deferred or special rights or restrictions in respect of dividends, repayment of capital, voting or otherwise, or in debenture stock, mortgages, debentures, mortgage debentures or other securities of any Company or Corporation, or partly in one method and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any stocks, shares or securities so acquired.
- N. 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.
- O. To 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 to directly or indirectly benefit this Company, and to acquire and hold, deal, sell or dispose of any stocks, shares or securities of or other interests in any such Company and to guarantee the contracts or liabilities of or subsidise or assist in any other manner any such 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 of the Company and 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, required by Law.
- R. To carry on all or any other above businesses in any part of the work, 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.

It is hereby declared that no inference should be drawn or any restrictive interpretation implied that the objectives of the Company specified above should be distinct one clause from another and separate and in the order in which they are listed.

4. The liability of the members is limited.
5. The share capital of the Company is £100.00 divided into shares of £1.00 each. The Company has the power to increase and divide the shares into several classes and attach thereto any preferential or special rights, privileges or conditions in accordance with the regulations of the Company.

I, the person whose name and address is subscribed am desirous of being formed into a Company in pursuance of this Memorandum of Association, and I respectively agree to take the number of shares in the capital of the company set opposite my name.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS:	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
--	---

GREGG CLARK
19-20 GARLICK HILL
LONDON EC4V 2AL

ONE

ESC 20/4/98

G. Clark
on behalf of L.O. DIRECTORS LIMITED

DATED THIS 20 APRIL 1998

WITNESS TO THE ABOVE SIGNATURE:-

M. Bunyan
19-20 GARLICK HILL
LONDON EC4V 2AL

20/4/98

COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
MONSOON SOFTWARE LIMITED

1. Subject as hereinafter provided, the regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereafter referred to as "Table A") shall apply to the Company.
2. The expression "The Act" in these Articles refers to the Companies Act 1985 and any Statutory modifications currently in force.
3. The company is a Private Company and accordingly no invitation or offer shall be made to the Public (whether for cash or otherwise) to subscribe for any shares in or Debentures of the company, nor shall the Company allot (whether for cash or otherwise) 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.
4. 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 fit, subject to the provisions of the following clauses and Section 80 of the Act.
5. (1) Subject to any direction to the contrary that may be given by the Company in general meeting, all shares authorised pursuant to Article 4 hereof, to be allotted shall be offered to the members in proportion to the existing Shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (not less than 21 days) within which the offer, if not accepted, will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the Shares offered, the Director may, subject to these articles, allot or otherwise dispose of the same to such persons and upon such terms as they think to be most beneficial to the company. The directors may in like manner dispose of any such Shares as aforesaid 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 the same, cannot in the opinion of the Directors be conveniently offered in the manner hereinbefore provided, and subject to Section 80 of the Act.
5. (2) Sections 90 (1) to (6) inclusive of the Act shall not apply to the Company.
5. (3) The Lien conferred by Clause 8 of Table A shall also attach to dividends payable on Shares and also to fully paid up Shares.
6. The Directors may, at their discretion, and without assigning any reason, decline to register any transfer of any share, whether fully paid or not, and accordingly the first sentence of Clause 24 in Table A shall not apply to the Company.

7. (1) Clause 64 in Table A shall not apply to the Company.
7. (2) Clause 89 in Table A shall not apply to the Company.
7. (3) The minimum and maximum number of Directors shall be determined by an Ordinary Resolution passed in General Meeting of the Company. Subject to any other determination there shall be no maximum number of Directors and the minimum number of Directors shall be one.
7. (4) A Sole Director shall have the authority to exercise all powers and discretions conferred by these Articles and Table A .
8. (1) Clauses 73,74,75,76,77,78,79, and 80 in Table A shall not apply to the Company.
8. (2) No person shall be appointed a Director at any General Meeting unless-
- (a) he is recommended by the Directors; or
- (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment stating the particulars which would, if he were so appointed, be required to be included in the Company's Register of Directors together with notice executed by that person of his willingness to be appointed.
9. Clause 118 in Table A shall not apply to the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

GREGG CLARK
19-20 GARLICK HILL
LONDON
EC4V 2AL

 20/4/98

G. Clark
on behalf of L.O.DIRECTORS LIMITED

DATED THIS 20 APRIL 1998

WITNESS TO THE ABOVE SIGNATURE: -


M. Bunyan
19-20 GARLICK HILL
LONDON EC4V 2AL

20/4/98