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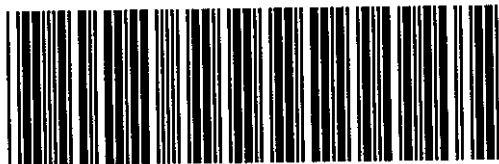
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE UNLIMITED COMPANY**

Company No. 3777089

The Registrar of Companies for England and Wales hereby certifies that  
RETRODATA

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

Given at Companies House, London, the 20th May 1999



\*N03777089S\*

*A.J. Harness*  
A J HARNESS

For The Registrar Of Companies



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



Companies House  
— for the record —

# 12

Please complete in typescript,  
or in bold black capitals.

CHFP000

## Declaration on application for registration

3777089

Company Name in full

RETRODATA

I, Jane Bhatti for and on behalf of SEVERNSIDE SECRETARIAL LTD  
of Aspect House, 135/137 City Road, London, EC1V 1JB

do solemnly and sincerely declare that I am a ~~XXXXXX~~ [Solicitor 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 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

J. Bhatti

Declared at

117 Clonmell Road, London, N17 6JT.

On Day Month Year  
20 05 1999

• Please print name.

before me •

Brian C. Rangeley

Signed

[Signature]

Date

20/5/99

† A Commissioner for 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.

### SEVERNSIDE COMPANY SERVICES

Aspect House, 135/137 City Road

London EC1V 1JB.

0171 490 2900

36648

DX number

Tel

DX exchange

FINSBURY

Companies House receipt date barcode

Form revised June 1998

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

or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland

DX 235 Edinburgh



COMPANIES HOUSE

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

3777089

**Company Name in full**



\*F010001H\*

RETRODATA

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

Aspect House

135/137 City Road

Post town

London

County / Region

Postcode

EC1V 1JB

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.

X

Agent's Name

SEVERNSIDE COMPANY SERVICES

Address

Aspect House

135/137 City Road

Post town

London

County / Region

Postcode

EC1V 1JB

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.

SEVERNSIDE COMPANY SERVICES

Aspect House, 135/137 City Road

London EC1V 1JB.

Tel 0171 490 2900

DX number

36648

DX exchange

FINSBURY

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

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 RETRODATA

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

SEVERNSIDE SECRETARIAL LIMITED

Previous forename(s)

Previous surname(s)

Address

**Usual residential address**

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

Aspect House

135/137 City Road

Post town

London

County / Region

Postcode

EC1V 1JB

Country

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

Consent signature

Date

20/05/99

**Directors** (see notes 1-5)

Please list directors in alphabetical order

signed on behalf of  
SEVERNSIDE SECRETARIAL LIMITED

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

SEVERNSIDE NOMINEES LIMITED

Previous forename(s)

Previous surname(s)

Address

**Usual residential address**

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

Aspect House

135/137 City Road

Post town

London

County / Region

Postcode

EC1V 1JB

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

SIGNED ON BEHALF OF  
SEVERNSIDE NOMINEES LIMITED

Date

20/05/99

# Directors (continued) (see notes 1-5)

<b>NAME</b>	<b>*Style / Title</b>	<input type="text"/>	<b>*Honours etc</b>	<input type="text"/>
<b>* Voluntary details</b>	<b>Forename(s)</b>	<input type="text"/>		
	<b>Surname</b>	<input type="text"/>		
	<b>Previous forename(s)</b>	<input type="text"/>		
	<b>Previous surname(s)</b>	<input type="text"/>		
<b>Address</b>	<input type="text"/>			
<b>Usual residential address</b>	<input type="text"/>			
For a corporation, give the registered or principal office address.	<b>Post town</b>	<input type="text"/>		
	<b>County / Region</b>	<input type="text"/>	<b>Postcode</b>	<input type="text"/>
	<b>Country</b>	<input type="text"/>		
	<b>Date of birth</b>	<input type="text"/>	<input type="text"/>	<input type="text"/>
		<b>Day</b>	<b>Month</b>	<b>Year</b>
	<b>Nationality</b>	<input type="text"/>		
	<b>Business occupation</b>	<input type="text"/>		
	<b>Other directorships</b>	<input type="text"/>		
	<input type="text"/>			
	I consent to act as director of the company named on page 1			
<b>Consent signature</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>	

**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**

**Signed** **signed on behalf of SEVERNSIDE SECRETARIAL LIMITED** **Date**

**Signed**  **Date**

**Signed** **SIGNED ON BEHALF OF SEVERNSIDE NOMINEES LIMITED** **Date**

**Signed**  **Date**

**Signed**  **Date**

THE COMPANIES ACTS 1985 TO 1989

AN UNLIMITED COMPANY HAVING A SHARE CAPITAL



MEMORANDUM OF ASSOCIATION

- OF -

RETRODATA

PRESENTED BY:-  
SEVERNSIDE COMPANY SERVICES  
COMPANY LAW AGENTS  
ASPECT HOUSE  
135/137 CITY ROAD  
LONDON EC1V 1JB  
TEL: 0171 490 2900  
FAX: 0171 490 2772

1. The name of the Company is "RETRODATA"
2. The registered office of the Company will be situate 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 business which may in the opinion of the Board of Directors be advantageously carried on by the Company.
  - (C) To carry on the business of a holding company and for that purpose to acquire (by any method or in any manner) and hold either in the name of the Company or in that of any nominee or nominees assets, shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities or investments of any kind or nature and any options or rights in respect of the same or interests in the same, issued or guaranteed by any individual person, association, partnership, company or corporate body (whether with limited or unlimited liability, constituted or carrying on any business in any part of the world) or by any government, sovereign ruler, commissioners, public body or authority (supreme, dependent, municipal, local or otherwise) in any part of the world and from time to time to dispose of, vary and deal with the same.
  - (D) To exercise and enforce all or any rights or powers conferred by or arising from, or incidental to, any such assets, shares, stocks, debentures, debenture stock, bonds, notes, obligations, securities, investments, options or rights, including (without limitation) all such powers of veto or control as may be conferred or be capable of exercise whether by virtue of the holding by the Company of some special proportion of the issued or nominal amount or otherwise.
  - (E) To co-ordinate, finance, manage, administer, control, supervise, direct or plan all or any part of the businesses and/or operations and/or activities of any kind or nature of all or any companies or corporate bodies (whether with limited or unlimited liability and whether formed, constituted, incorporated

N/INC £100  
MB 103351  
S/DAY 267964

or acquired, now or in the future, in any part of the world) controlled directly or indirectly by the Company or in which the Company is interested whether as a shareholder or otherwise and whether directly or indirectly; and to provide managerial and other executive, supervisory and consultant services for or in relation to any such company or corporate body upon such terms as may be thought fit.

- (F) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrender of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects; and to erect, pull down, repair, alter, develop, or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (G) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (H) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (I) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (J) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.
- (K) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (L) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person (including but without prejudice to the generality of the foregoing) the holding company of the Company or any company which is a subsidiary of such holding company within, in each case, the meaning of Section 736 and Section 736(A) of the Companies Act 1985 (the "Act") as amended by the Companies Act 1989, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint venture arrangement with any person, persons, firm or company.
- (M) 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, charged upon all

or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.

- (N) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants and other negotiable documents.
- (O) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of, any other company or corporation.
- (P) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (Q) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (R) To promote, or aid in the promotion of, any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (S) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependants or connections of such persons and to grant pensions and allowances to any such persons.
- (T) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for, or make payments to, or for the benefit of, Directors and ex-Directors of the Company or their dependants or connections.
- (U) To distribute any property of the Company in specie among the Members.
- (V) So long as the Company shall be an Unlimited Company, to purchase or otherwise acquire any shares in the capital of the Company.
- (W) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The Share Capital of the Company is £1,000 divided into 1,000 shares of £1 each with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as



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 AND ADDRESSES OF SUBSCRIBERS

---

Number of  
shares  
taken by  
each  
subscriber

SEVERNSIDE SECRETARIAL LIMITED

Aspect House  
135/137 City Road  
London  
EC1V 1JB.

ONE



signed on behalf of  
**SEVERNSIDE SECRETARIAL LIMITED**

SEVERNSIDE NOMINEES LIMITED

Aspect House  
135/137 City Road  
London  
EC1V 1JB.

ONE



SIGNED ON BEHALF OF  
**SEVERNSIDE NOMINEES LIMITED**

---

DATED the 20th day of May, 1999

WITNESS to the above Signatures:-

Jane Bhatti  
Aspect House  
135/137 City Road  
London  
EC1V 1JB.



THE COMPANIES ACTS 1985 TO 1989

AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- OF -

RETRODATA

### PRELIMINARY

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) 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, 32, 34, 35 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 may by Special Resolution:-
  - (a) increase its Share Capital by such sum to be divided into Shares of such amount as the Resolution may prescribe;
  - (b) consolidate and divide all or any of its Share Capital into Shares of a larger amount than its existing Shares;
  - (c) subdivide its Shares, or any of them, into Shares of a smaller amount than its existing Shares;
  - (d) cancel any Shares which at the date of the passing of the Resolution have not been taken or agreed to be taken by any person;
  - (e) reduce its Share Capital and any Share Premium Account in any way.

### SHARES

3. (a) Subject to sub-Article (b) hereof all Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit.

- (b) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to allot relevant securities (as defined in Section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital with which the Company is incorporated: and that this 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.
  - (c) The Directors shall be entitled under the authority conferred by this Article to make at any time before the expiry of such authority any offer of agreement which will or may require relevant securities to be allotted after the expiry of such authority.
  - (d) In accordance with Section 91 of the Act, Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities (as defined in Section 94 of the Act) by the Company.
4. 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 person whether solely or as 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 any dividend or other amount payable in respect thereof.

#### GENERAL MEETINGS

5. (a) Clause 38 of Table A shall be read and construed as if the words "at least seven days' notice" were substituted for the words "at least fourteen clear days' notice".
- (b) A notice convening a General Meeting shall in the case of special business specify the general nature of the business to be transacted; and Clause 38 of Table A as altered by Sub-Article (A) hereof shall be modified accordingly.
6. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.
7. 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

8. Unless and until the Company in General Meeting shall otherwise determine there shall not by 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; and Clause 89 of Table A shall be modified accordingly.
9. If the resolution or instrument by which a Director is appointed so provides, he shall be a Permanent Director and not subject to retirement by rotation; and clauses 73 to 75 (inclusive) of table A shall not apply to any Permanent Director.
10. 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.
11. A Director may vote as a Director on any resolution concerning 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.

## INDEMNITY

12. Subject to the provisions of the Act and in addition to such indemnity as is contained in Clause 118 of Table A, every Director, officer or official of the company shall be entitled to be indemnified out of the assets of the company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

## TRANSFER OF SHARES

13. The Directors may, in their absolute discretion, and without assigning any reason thereof, decline to register any transfer of any share, whether or not it is a fully paid share; and Clause 24 of Table A shall be modified accordingly.

## PARENT COMPANY RIGHTS

14. Whenever any company (the "Parent Company"), or any subsidiary undertaking of the Parent Company, shall be the holder of at least 51 per cent of the issued ordinary shares of the Company, the following provisions shall apply and, to the extent that these provisions are inconsistent with any other provision of these Articles, the following provisions shall prevail:-
  - (a) the Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director (whether or not initially appointed by the Parent Company). If such person has been appointed to an executive office which will automatically cease when he is removed by the Parent Company such removal shall be treated as an act of the Company and shall take effect without restricting or limiting in any way

any claim for damages for breach of any contract of service between him and the Company which that person may have;

- (b) no unissued shares shall be issued or agreed to be issued or put under option without the prior consent of the Parent Company;
- (c) any or all powers of the Directors may be restricted in such respects and to such extent as the Parent Company may by notice to the Company at any time and on any occasion prescribe.

15. Any appointment, removal, consent or notice made or given under Article 14 shall be in writing, signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other authorised person, and shall be sent or delivered to the Company at its registered office. No person dealing with the Company shall be required to see or enquire as to whether the powers of the Directors have been in any way restricted under these Articles or as to whether any requisite consent of the Parent Company has been obtained. No obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffective unless the third party had, at the time, express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction exceeded of the powers of the Directors.

#### SHARE CAPITAL

16. The share capital of the company is £1000 divided into 1000 shares of £1 each.

---

NAMES AND ADDRESSES OF SUBSCRIBERS

---

SEVERNSIDE SECRETARIAL LIMITED  
Aspect House  
135/137 City Road  
London  
EC1V 1JB.



signed on behalf of  
SEVERNSIDE SECRETARIAL LIMITED

SEVERNSIDE NOMINEES LIMITED  
Aspect House  
135/137 City Road  
London  
EC1V 1JB.



SIGNED ON BEHALF OF  
SEVERNSIDE NOMINEES LIMITED

---

DATED the 20th day of May, 1999

WITNESS to the above Signatures:-

Jane Bhatti  
Aspect House  
135/137 City Road  
London  
EC1V 1JB.

