

FILE COPY



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

Company No. 3908327

The Registrar of Companies for England and Wales hereby certifies that
NORTH SKY COMPUTING 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 18th January 2000



N03908327J



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC007B



Companies House

— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHFP000

Declaration on application for registration

Company Name in full

NORTH SKY
COMPUTING LIMITED

I, SUSANNE COHEN, ON BEHALF OF JSA NOMINEES LIMITED

of JSA HOUSE, 110 THE PARADE, WATFORD, WD1 2GB

† Please delete as appropriate.

do solemnly and sincerely declare that I am a ~~† 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

Declared at JSA HOUSE, 110 THE PARADE, WATFORD, WD1 2GB

Day Month Year

On 11 01 2000

① Please print name.

before me ①

ALFRED FINER JP

Signed

Date

11/1/2000

† 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.

JSA MARKETING SERVICES LIMITED

JSA HOUSE, 110 THE PARADE, WATFORD, WD1 2GB

Tel 01923 257 200

DX number

DX exchange

7



A11
COMPANIES HOUSE

0185
12/01/00

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, CF14 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

— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP000

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office

10

Company Name in full

NORTH SKY COMPUTING
LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

104 BYNE ROAD

Post town

LONDON

County / Region

Postcode

SE26 5JD

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

JSA MARKETING SERVICES LIMITED

Address

JSA HOUSE

110 THE PARADE

Post town

WATFORD

County / Region

HERTS

Postcode

WD1 2GB

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.

JSA MARKETING SERVICES, JSA HOUSE, 110 THE PARADE

WATFORD, WD1 2GB

Tel 01923 257 200

DX number

DX exchange



A11
COMPANIES HOUSE

0189
12/01/00

ge

When you have completed and signed the form please send it to the
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Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
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or

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

for companies registered in Scotland

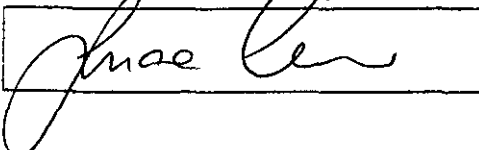
DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name			
NAME	*Style / Title	*Honours etc	
Forename(s)			
Surname			
JSA SECRETARIES LIMITED			
Previous forename(s)			
REGISTERED IN ENGLAND & WALES NO. 03175895			
Previous surname(s)			
Address			
JSA HOUSE			
Usual residential address			
For a corporation, give the registered or principal office address.			
110 THE PARADE			
Post town			
WATFORD			
County / Region		Postcode	
HERTS		WD1 2GB	
Country			
GB			

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

Consent signature



Date

11/1/2000

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc	
Forename(s)			
Surname			
JSA NOMINEES LIMITED			
Previous forename(s)			
REGISTERED IN ENGLAND & WALES NO. 03175431			
Previous surname(s)			
Address			
JSA HOUSE			
Usual residential address			
For a corporation, give the registered or principal office address.			
110 THE PARADE			
Post town			
WATFORD			
County / Region		Postcode	
HERTS		WD1 2GB	
Country			
GB			

Day Month Year

Date of birth

--	--	--

Nationality

--

Business occupation

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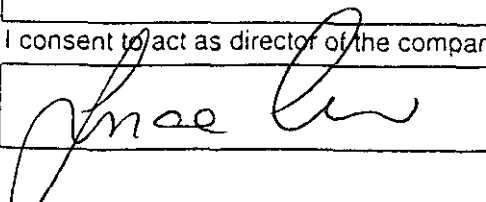
Other directorships

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

Consent signature



Date

11/1/2000

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

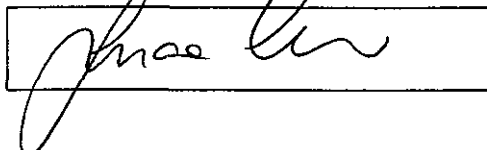
I consent to act as director of the company named on page 1

Consent signature

Date

This section must be signed by**Either****an agent on behalf
of all subscribers**

Signed



Date

11/1/2000

Or the subscribers

Signed

Date

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

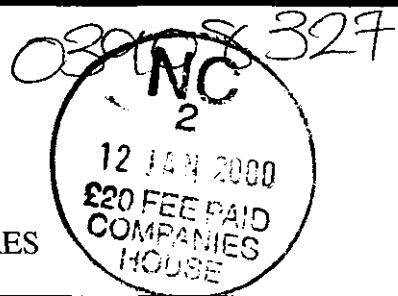
4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years**, when the person was a director, **was**:
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

600
000032



The Companies Act 1985 and 1989
A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

0040065

of

'NORTH SKY COMPUTING LIMITED'

1. The Company's name is **'NORTH SKY COMPUTING LIMITED'**
2. The Company's registered office is to 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 acquire by purchase, lease or otherwise any real or personal property and any rights or privileges which the Company may think necessary.
 - (c) To acquire, construct, maintain or alter any buildings, erections or works.
 - (d) To invest and deal with moneys of the Company not immediately required in such manner as the Company may from time to time determine.
 - (e) To sell, manage, lease, mortgage, exchange, dispose or otherwise deal with and turn to account all or any part of the property of the Company as may be considered expedient.
 - (f) To draw, make, accept, indorse, discount, negotiate and issue promissory notes, bills of exchange, bills of lading, and other negotiable or transferable instruments.
 - (g)
 - (i) To lend and advance money or give credit to any person or company, and to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any associated company or undertaking within the same group of companies whether or not the same directly or indirectly benefits the Company or by any person or company;
 - (ii) To secure or undertake the repayment of money lent or advanced to or the liabilities incurred by any person or company; and
 - (iii) otherwise to assist any person or company.



(h) To raise or borrow money in such a manner as the Company shall think fit, and to secure the repayment of any such money raised, borrowed or owing by mortgage, lien, charge or other security upon all or any of the property or assets of the Company (whether present or future) including its uncalled capital, and also by a similar mortgage, lien, charge or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(i) To establish or contribute to the support of associations, institutions, funds and trusts calculated to benefit present or former employees or directors of the Company or of its subsidiaries or the dependants or connections of any such persons; to grant or insure the provision of pensions and allowances; to support educational enterprises and establishments; and to subscribe or guarantee money for charitable or benevolent objects, or for any cultural or sporting event, performance or exhibition.

(j) To establish and maintain any non-contributory or contributory pension life assurance or superannuated funds for the benefit of, and pay or provide donations, gratuities, pensions and allowances to, present and former directors and employees of the Company or of any other company in which it is interested, or any other persons in whose welfare the Company or any such other company is or has been interested, and the wives, widows, families and dependants of any such persons, and to do any of these things either alone or in conjunction with or through any other company.

(k) To do all such other lawful things as shall further the attainment of the said objects.

4. The liability of the members is limited.

5. The Company's share capital is £1000 divided into 1000 shares of £1 each.

I, the subscriber to this memorandum of association, wish to form a company pursuant to this memorandum; and I agree to take the number of shares shown opposite my name.

**NAME AND ADDRESS
OF SUBSCRIBER**

**NUMBER OF SHARES TAKEN
BY SUBSCRIBER**

~~LORRAINE JONAS~~ *
SUSANNE COHEN *

JSA House
110 The Parade
Watford WD1 2GB

ONE


Dated the ^{ELEVENTH} day of JANUARY 2000

Witness to the above signature:

~~NICOLA ABRAHAM~~ *
MARY CRACKNELL *

* delete as appropriate

JSA House
110 The Parade
Watford WD1 2GB



ARTICLES OF ASSOCIATION

of

'NORTH SKY COMPUTING LIMITED'

1. Preliminary

- 1.1 The rules governing the conduct of the Company's affairs can be found in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 ('Table A') as amended. The regulations constituting Table A shall apply to the Company except in so far as they are excluded or varied by these articles.
- 1.2 Expressions defined in regulation 1 of Table A shall where the context admits bear in these articles the meanings so defined.

2. Share Capital

- 2.1 The original share capital of the Company is £1000 divided into 1000 ordinary shares of £1 each.
- 2.2 *In regulation 2 of Table A governing the rights attached to new shares there shall be substituted for all the words following 'any share may be issued with' the words 'or have attached to it such rights or restrictions as the Company may by special resolution determine.'*
- 2.3 Subject to regulation 2.4 below and section 80 of the Companies Act 1985 as amended ('the Act') the Directors of the Company may allot, grant options over or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Act) in the Company on such terms and conditions and in such manner as they shall think proper.
- 2.4 The Directors of the Company are generally and unconditionally authorised during the period of five years from the date of incorporation of the Company and afterwards with previous sanction of an ordinary resolution to allot grant rights to subscribe for or convert securities into shares in relation to the original shares in the authorised share capital of the Company to such persons at such times and on such terms and conditions and in such manner as they shall think proper subject to the provisions of section 80 of the Act.

3. Lien and Forfeiture

- 3.1 The right of the Company to exercise a lien over its issued shares conferred by regulation 8 of Table A shall attach to fully paid as well as to partly paid shares, and to all registered shares or relevant securities in the name (whether as sole or joint holder) of any person indebted or under liability to the Company. The registration of a transfer of a share or relevant security shall operate as a waiver of any lien of the Company on that share or relevant security.
- 3.2 In regulation 8 of Table A regarding the extension of the Company's lien to rights attaching to the shares or relevant securities there shall be substituted for the words 'any amount payable in respect of it' the words 'all distributions and other moneys or property attributable to it'; and the same words shall be substituted in regulation 19 for the words 'all dividend or other moneys payable in respect of the forfeited shares.'

4. Alteration of Share Capital

- 4.1 Regulation 32 of Table A governs the increase, consolidation, division and cancellation of share capital by ordinary resolution. In regulation 32 of Table A there shall be inserted after the words 'the resolution may' in paragraph (c) the parenthesis '(if it is a special resolution)'.
- 4.2 In regulation 33 of Table A regarding the authority by special resolution to reduce share capital the parenthesis '(including, subject to the provisions of the Act, the Company)' shall be omitted.

5. Votes of Members

- 5.1 In regulation 54 of Table A there shall be inserted after the second occurrence of the words 'every member' the words 'present in person or by proxy'.
- 5.2 In regulation 61 of Table A there shall be substituted for the words following 'the instrument appointing a proxy shall be in' the words 'any form which enables the members to direct how their votes are to be exercised on each of the resolutions comprised in the business of the meeting for which it is to be used'.

6. Proceedings at General Meetings

- 6.1 In regulation 40 of Table A the sentence beginning 'Two persons entitled to vote' shall be replaced by the sentence 'One person entitled to vote upon the business to be transacted, being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.'

7. Appointment of Directors

- 7.1 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 General Meeting notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment together with notice executed by that person of his willingness to be appointed.

- 7.2 Subject to regulation 6.1 above the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an Additional Director.
- 7.3 The Directors may appoint a person who is willing to act to be a Director either to fill a vacancy or as an Additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors.
- 7.4 The Directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.

8. Number of Directors

- 8.1 Unless otherwise determined by ordinary resolution the number of Directors (other than Alternate Directors) shall not be subject to any maximum and the minimum number shall be one.
- 8.2 If and so long as the minimum number of Directors shall be one a sole Director may exercise all the authorities and powers which are vested in the directors by Table A and by these Articles. Regulation 89 of Table A shall be modified accordingly.
- 8.3 Regulation 64 of Table A shall not apply to the Company.

9. Directors' Votes

- 9.1 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.
- 9.2 Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

10. Disqualification of Directors

In regulation 81 of the Table A regarding resignation by notice to the Company there shall be inserted in paragraph (d) after the words 'to the Company' the words 'left at the office.'

11. Dividends

In regulation 104 of Table A regarding the ranking of shares for dividends and the proportion payable there shall be inserted after the words 'as from a particular date' the words 'or to a particular extent.'

12. The Seal

12.1 The Company need not have a seal.

12.2 If the Company has a seal, the Directors or a committee of Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director.

12.3 Regulation 101 shall not apply to the Company.

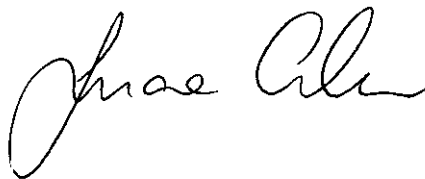
12.4 The requirements set out in regulation 6 of Table A governing the sealing of share certificates shall only apply if the Company has a seal.

12.5 The Company may in accordance with Section 39 of the Act have for use in any territory district or place elsewhere than in the United Kingdom an official seal. Such seal shall only be used by the authority of the Directors or a committee of Directors authorised by the Directors.

NAME AND ADDRESS OF SUBSCRIBER

~~LORRAINE JONAS~~ *
SUSANNE COHEN *

JSA House
110 The Parade
Watford WD1 2GB



Dated the ELEVENTH day of JANUARY 2000

Witness to the above signature:

~~NICOLA ABRAHAM~~ *
MARY CRACKNELL *



* delete as appropriate

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