

FILE COPY



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

Company No. 4173798

The Registrar of Companies for England and Wales hereby certifies that
EDIS INTERNATIONAL 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 6th March 2001



N04173798Q



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



12

Please complete in typescript,
or in bold black capitals

CHFP001

Declaration on application for registration

Company Name in full

Edis International Limited

I, Charles Vessey Edis

of 11 Manor Way, Failand

† 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

TEL, 1 Redcliff St, Bristol.

Day Month Year

on

01 03 2001

* Please print name.

before me*

REBECCA AXTEU

Signed

[Signature]

Date

1/3/01.

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.

[†]A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Charles Edis

Tel 0870 830 8322

DX number

DX exchange



A22
COMPANIES HOUSE

0165
05/03/01

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**

4173798

10



Please complete in typescript,
or in bold black capitals.

CHFP001

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

Edis International Limited

Proposed Registered Office

The Talbot

(PO Box numbers only, are not acceptable)

2 Victoria Street

Post town

Bristol

County / Region

Bristol

Postcode

BS1 6BB

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

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

3

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.

Charles Edis

The Talbot, 2 Victoria Street, Bristol BS1 6BB

Tel 0870 830 8322

DX number

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Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**

Company Secretary (see notes 1-5)

Company name

Edis International Limited

NAME

*Style / Title

Mr

*Honours etc

Forename(s)

Charles Vessey

Surname

Edis

Previous forename(s)

Previous surname(s)

Address

Oaklands

Usual residential address

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

11 Manor Way

Post town

Failand

County / Region

North Somerset

Postcode

BS8 3UY

Country

England

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

Consent signature**Date**

1-3-2001

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

Mr

*Honours etc

Forename(s)

Kenneth John

Surname

Edis

Previous forename(s)

Previous surname(s)

Address

Manor Farm

Usual residential address

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

84 West Town Road

Post town

Backwell

County / Region

North Somerset

Postcode

BS48 3BE

Country

England

Day Month Year

Date of birth

1

7

0

9

1

9

4

4

Nationality

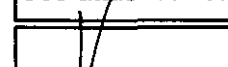
British

Business occupation

Pensions Management

Other directorships

See attached list



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

Consent signature**Date**

1/3/01

Directors (continued) (see notes 1-5)

NAME	*Style / Title	<input type="text"/>	* Honours etc	<input type="text"/>						
	Forename(s)	<input type="text"/>								
	Surname	<input type="text"/>								
	Previous forename(s)	<input type="text"/>								
	Previous surname(s)	<input type="text"/>								
	Address	<input type="text"/>								
	Usual residential address	<input type="text"/>								
	For a corporation, give the registered or principal office address.	<input type="text"/>								
	Post town	<input type="text"/>								
	County / Region	<input type="text"/>	Postcode	<input type="text"/>						
	Country	<input type="text"/>								
	Date of birth	<table border="1"><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td><input type="text"/></td><td><input type="text"/></td><td><input type="text"/></td></tr></table>	Day	Month	Year	<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality	<input type="text"/>
Day	Month	Year								
<input type="text"/>	<input type="text"/>	<input type="text"/>								
	Business occupation	<input type="text"/>								
	Other directorships	<input type="text"/>								
		<input type="text"/>								
	I consent to act as director of the company named on page 1									
	Consent signature	<input type="text"/>	Date	<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** (on behalf of
C. Elin. E.P.C.)**Date** 1-3-2001**Signed** (on behalf of
C. Elin P.I. plc.)**Date** 1-3-2001**Signed****Date****Signed****Date****Signed****Date****Signed****Date**

Edis International Limited

KENNETH JOHN EDIS

Current Directorships

3P's Publishing Limited
Bellwind Estates Limited
Edis Partnerships Limited
Generic Software Limited
PensionsOffice International plc
PensionsOffice Services Limited
United Pension Funds Trust Limited

Former Directorships

Bristol Information Technology Education Centre Limited
Contract Administration Limited
Dart Sailing Centre (Holdings) Limited
Dart Sailing Centre Limited
Failand Hill Farm (Infrastructure Services) Limited
Information Design Consultants Limited
Network Business Systems Limited
United Professional Systems plc

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY SHARES

MEMORANDUM AND
ARTICLES OF ASSOCIATION

of

Edis International Limited

(Incorporated on the _____ day of _____ 2001)

(Registered Number: _____)



008443

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

032163

Edis International Limited



1. The name of the Company is Edis International Limited.
2. The registered office of the Company will be situated in England.
3. The object of the Company is to carry on business as a general commercial company and accordingly the Company may carry on any trade or business whatsoever and the Company has power to do all such things as are incidental or conducive to the carrying on of any trade or business by it (including but not in any way limited to the power to borrow and to secure the repayment of any money borrowed and to guarantee and to secure the guarantee of the repayment of any money borrowed by any third party).
4. The liability of the Members is limited.
5. The share capital of the Company is £100 divided into 100 shares of £1 each.

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 one share each in the capital of the Company.

Signature:

C. Edis

Print Name:

C. EDIS

Authorised signatory on behalf of
Edis Partnerships Limited, The Talbot, 2 Victoria Street,
Bristol BS1 6BB

Signature:

C. Edis

Print Name:

C. EDIS

Authorised signatory on behalf of
PensionsOffice International plc, The Talbot, 2 Victoria Street,
Bristol BS1 6BB

Dated this 1st day of March 2001

Witness to the above Signatures:

Signature:

R. Carter

Print Name:

R CARTER

Address:

3 PARKFIELD GARDENS

BISHOP SUTTON

BRISTOL BS39 5XF

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of
Edis International Limited

PRELIMINARY

1. The Company is a private company and, subject as hereinafter provided and except where the same are varied or excluded by or inconsistent with these Articles, the Regulations contained or incorporated by reference in Table A in the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company and shall be deemed to form part of these Articles. References herein contained to "Regulations" are to Regulations in Table A and references herein to "the Act" are references to the Companies Act 1985 unless otherwise stated.

SHARE CAPITAL

2. The share capital of the Company on incorporation is £100 divided into 100 Ordinary Shares of £1 each.

ALLOTMENT OF SHARES

3.
 - (a) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to exercise any power to allot Ordinary Shares of £1 each (being relevant securities within the meaning of that Section) to such persons, on such terms and in such manner as they think fit, up to an aggregate nominal amount of the share capital of the Company on incorporation at any time or times during the period of one year from the date of the Company's incorporation. The authority contained in this paragraph shall extend to the allotment of such shares (within such limit) after the expiry of such period of one year pursuant to an offer or agreement so to do made by the Company within that period.
 - (b) After the authority to allot shares referred to in paragraph (a) hereof has been exhausted or has expired any further shares which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares declined or deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; the further offer shall be made in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offers or not capable of being offered except by way of fractions and any shares released from the provisions of this Article by Special Resolution shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to

such persons, on such terms, and in such manner as they think fit, but no shares offered to but not accepted by the Members under this paragraph shall be disposed of on terms more favourable to the subscriber thereof than the terms on which it was offered to the Members.

- (c) In accordance with Section 91 of the Act sub-section (1) of Section 89 and sub-sections (1) to (6) of Section 90 shall be excluded from applying to the Company.

TRANSFER OF SHARES

- 4. The Board may, in its absolute discretion, and without giving any reason therefor, decline to register a transfer of any share, whether or not it is a fully paid share. Regulation 24 shall not apply to the Company.

TRANSMISSION OF SHARES

- 5. The Directors may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within sixty days the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with. Regulation 31 shall be modified accordingly.

GENERAL MEETINGS AND RESOLUTIONS

- 6. Every notice conveying a General Meeting shall contain 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; and notice of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditor for the time being of the Company.
- 7. Regulation 41 shall be read and construed as if 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" were added at the end.
- 8. A resolution in writing signed by all Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such members. Regulation 53 shall not apply to the Company.

APPOINTMENT OF DIRECTORS

- 9.
 - (a) Regulation 64 shall not apply to the Company.
 - (b) The number of the Directors shall be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one.
 - (c) The Directors shall not be required to retire by rotation and accordingly regulations 73 to 80 inclusive shall not apply to the Company.

- (d) The Members may by Ordinary Resolution passed at any General Meeting of the Company appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.
- (e) 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. A Director so appointed shall hold office only until the next following annual general meeting and if not re-appointed at such meeting, he shall vacate office at the conclusion thereof.

ALTERNATE DIRECTORS

- 10 (a) Each Director shall have the power at any time to appoint as an alternate Director either another Director or any other person approved for that purpose by a resolution of the Directors and, at any time, to terminate such appointment. Every appointment and removal of an alternate Director shall be in writing signed by the appointor.
- (b) An alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but shall otherwise be subject to the provisions of these Articles with respect to Directors. An alternate Director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.
- (c) An alternate Director shall (subject to his giving to the Company address at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and of any committee of the Directors of which his appointor is a member and to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a Director of his appointor and to receive notice of all General Meetings.
- (d) The appointment of an alternate Director shall automatically determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor shall cease for any reason to be a Director otherwise than by retiring and being re-appointed at the same meeting
- (e) A Director or any other person may act as alternate Director to represent more than one Director and an alternate Director shall be entitled at meetings of the Directors or any committee of the Directors to one vote for every Director who he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.
- (f) Regulations 65 to 69 inclusive shall not apply to the Company.

POWERS OF DIRECTORS

- 11. The quorum necessary for the transaction of the business of the Directors shall be one.
- 12. (a) Subject to the provisions of the Act and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office:-

- (i) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is in any way interested;
 - (ii) may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is in any way interested;
 - (iii) may, or any firm or company of which he is a principal may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested;
 - (iv) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit; and
 - (v) shall be entitled to vote and be counted in the quorum on any matter concerning paragraph (i) to (iv) above
- (b) For the purposes of this Article:-
- (i) a general notice to the Directors that a Director is to be regarded as having an interest in a particular transaction or arrangement shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and to the extent specified in such general notice;
 - (ii) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and
 - (iii) an interest of a person who is, for any purpose of the Act, connected with a Director shall be treated as an interest of the Director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without the prejudice to any interest which the alternate director has otherwise.
- (c) Regulations 85, 86 and 94 to 96 inclusive shall not apply to the Company.

13. The Directors may exercise the powers of the Company conferred in the Memorandum to provide for pensions and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers. Accordingly, Clause 87 in Table A shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS

14. (a) The office of a Director shall be vacated if:-
- (i) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
 - (ii) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

- (iii) he becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
 - (iv) he resigns his office by notice to the Company.
- (b) Regulation 81 shall not apply to the Company.

INDEMNITY

15. Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including 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 the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and 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. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act. Accordingly, Regulation 118 shall not apply to the Company.

Names, Addresses and Descriptions of Subscribers

Signature:

C. Edin.

Print Name:

C. EDIS

Authorised signatory on behalf of
Edis Partnerships Limited, The Talbot, 2 Victoria Street,
Bristol BS1 6BB, a company registered in England, no. 1262560

Signature:

C. Edin.

Print Name:

C. EDIS

Authorised signatory on behalf of
PensionsOffice International plc, The Talbot, 2 Victoria Street,
Bristol BS1 6BB, a company registered in England, no. 2299938

Dated this 1st day of March 2001

Witness to the above Signatures:

Signature:

R. Carter

Print Name:

R CARTER

Address:

3 PARKFIELD GARDENS

BISHOP SUTTON

BAILEY BS39 5XF