

FILE COPY



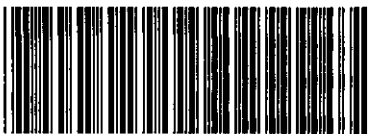
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4891288

The Registrar of Companies for England and Wales hereby certifies that
CONCEPTUALIZE 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 8th September 2003



N04891288R



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



Companies House
for the record

12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

Company Name in full

CONCEPTUALIZE LIMITED

I, JEROME JAMES ROSSER

of 20 TRIANGLE PLACE, LONDON, SW4 7HS

† 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

J. J. ROSSER

Declared at 20 TRIANGLE PLACE, LONDON SW4 7HS

Day Month Year

On 01 09 2003

Ⓜ Please print name.

before me Ⓜ C. R. TROTMAN

Signed

[Signature]

Date

1 / 9 / 03

† 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.

ZOE BLOOM, ~~HA~~ LODS RIVER
SOLICITORS, CHALLONER HOUSE, MCCORMICK
LLOIE Tel 0207 689 7000
DX number DX exchange



A19
COMPANIES HOUSE

0627
03/09/03

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 —

10

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**

Company Name in full

CONCEPTUALIZE LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

RACKLEYS FARM, CADMORE END

Post town

HIGH WYCOMBE

County / Region

BUCKS

Postcode

HP14 3PP

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

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House



A19 0623
COMPANIES HOUSE 03/09/03
A21 0669
COMPANIES HOUSE 11/07/03
A19 0741
COMPANIES HOUSE 08/05/03

Tel

DX number

DX exchange

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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

MR.

*Honours etc

BA Hons

* Voluntary details

Forename(s)

William OWEN.

Surname

ROSSER

Previous forename(s)

Previous surname(s)

Address **

26 BOWATER CLOSE

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Post town

LONDON

County / Region

LAMBETH.

Postcode

SW2 5 PS

Country

UNITED KINGDOM.

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

Consent

Date

29/04/03

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

MR.

*Honours etc

Forename(s)

JEROME JAMES

Surname

ROSSER

Previous forename(s)

Previous surname(s)

Address **

20 TRIANGLE PLACE

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Post town

LONDON (LAMBETH)

County / Region

LONDON

Postcode

SW4 7HS

Country

UNITED KINGDOM

Day Month Year

Date of birth

16 03 1974

Nationality

ENGLISH

Business occupation

GRAPHIC DESIGNER

Other directorships

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

Consent signature

J. J. ROSSER

Date

29 / 04 / 03

Directors (see notes 1-5)

Please list directors in alphabetical order

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	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"/>			
	<input type="checkbox"/>	Address †	<input type="text"/>			
			<input type="text"/>			
		Post town	<input type="text"/>			
		County / Region	<input type="text"/>	Postcode	<input type="text"/>	
		Country	<input type="text"/>			
	Date of birth	<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality	<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

Date

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.

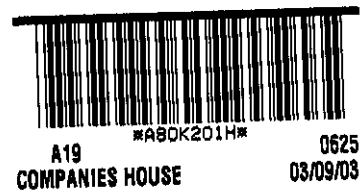
5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

0015778

No.

THE COMPANIES ACT 1985.
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
CONCEPTUALIZE LIMITED



1. The name of the Company is CONCEPTUALIZE LIMITED.
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are to carry on business as a general commercial Company and without prejudice to the generality of the object and the powers of the Company derived from Section 3A of the Companies Act 1985 the Company has the power to do all of the following things:-
 - (a) To carry on business as designers, creators, advisors, consultants, merchants and traders, manufacturers, distributors of all designs, however generated
 - (b) To erect, construct, enlarge, alter, and maintain any shops, stores and buildings, necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
 - (c) To manufacture, grow, import, buy, sell, exchange, clean, erect, install, repair, alter, remodel, let or take on hire, or otherwise deal in any plant, machinery, material, article or thing capable of being conveniently made, used or sold in any of the businesses or occupations aforesaid.
 - (d) To carry on any of the above businesses or occupations in any part of the world, to undertake, fulfil, and execute any agency of any kind, whether connected with the above businesses or not, and to carry on

any other trade, business, or occupation, whether subsidiary or not which can in the opinion of the Company be carried in advantageously in connection with any of the businesses or occupations aforesaid or which in the opinion of the Company will enhance the value of any of the Company's property.

Provided that nothing herein contained shall empower the Company to carry on the business of Assurance or to grant annuities within the meaning of the Assurance Companies Act 1909 as extended by the Industrial Assurance Companies Act 1923 or any statutory modification thereof or the Road Traffic Act 1930 or to reinsure any risks under any class of assurance business to which these Acts apply.

- (e) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels or real or personal property of any kind, or any right or interest therein and thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
- (f) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body owning any business within the objects of the Company or whose business or any part of whose business, may conveniently or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.
- (g) To acquire in such manner and upon such terms as the Company shall think fit secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company.
- (h) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (i) To manage, develop, sell, lease, mortgage, grant licences or rights in, or over or otherwise turn to account, any property or assets of the Company.
- (j) To borrow or raise in such amounts and manner and upon such terms as the Company shall think fit, and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to such persons, as the Company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security debentures, debenture stock (perpetual or otherwise) mortgages, charges or securities over the whole or any part

of its assets, present or future (including uncalled capital), as the Company shall think fit.

- (k) To receive loans at interest or otherwise, from and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or Company, where the so doing may seem advantageous or desirable in the interest of the Company.
- (l) To invest, lend or otherwise deal with unemployed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
- (m) To acquire and hold, sell, mortgage, or deal with the Shares, stocks, bonds, debentures or securities of or in any other Company or body (whether such Shares or securities be fully paid or not) where the so doing may seem desirable in the interests of the Company.
- (n) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable or mercantile instruments.
- (o) To promote any Company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite or place or assist in so doing, the whole or part of the Shares or securities of such Company.
- (p) To promote or assist, financially or otherwise any fund for the benefit, wholly or in part, of employees, or ex-employees of the Company or their dependants or relatives, or for charitable purposes generally.
- (q) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of Shares or not.
- (r) To pay for any property or assets acquired by the Company by the issue of fully or partly paid Shares of the Company, with or without any preferred or special rights or privileges, or by the issue of debentures or other securities, with or without special rights or privileges.
- (s) To pay the costs and expenses of or incidental to the promotion and establishment of the Company or to contract for the payment of the same in whole or in part by others.
- (t) To aid, financially or otherwise any association or body having for an object the promotion of trade or industry.

- (u) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company.
 - (v) To sell or otherwise dispose of the undertaking and assets of the Company, or any part thereof for any consideration thought fit, and in particular for Shares, debentures or other securities of other companies.
 - (w) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
 - (x) To distribute among the Members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
 - (y) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
4. The liability of the Members is limited.
5. The Share Capital of the Company is £1,000 divided into One Thousand (1,000) shares of £1 each.

I the person whose name, address and description is hereunto subscribed is 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 respective name.

Name and Address of Subscriber

Number of Shares

Jerome James Rosser
20 Triangle Place
London
SW4 7HS

One

Signed.....*J. J. Rosser*.....
Jerome James Rosser

Date.....*01/07/03*.....

Signature of Witness.....*CL*.....
Chris Trotman

Date.....*1/9/03*.....

20 Triangle Place, London, SW4 7HS

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
CONCEPTUALIZE LIMITED

Interpretation

1. In these Articles, if not inconsistent with the subject or context:

 "Act" the Companies Act 1985 as amended or re-enacted from time to time

 "Table A" Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 as amended at the date of adoption of these articles.

Table A

2. The regulations contained in Table A apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.
3. Regulations 8, 24, 41, 59, 64, 65, 73 to 78, 80, 94 and 118 of Table A do not apply to the Company.

Share capital

4. Subject to any direction to the contrary which may be given by the Company in general meeting, the directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) to such persons (including any director) on such terms and at such times as they think fit, but no shares shall be issued at a discount.
5. The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with Article 4 is the nominal amount of unissued shares at the date of incorporation of the Company or such other amount as is authorised by the Company in general meeting.

6. The authority conferred on the directors by Articles 4 and 5 shall remain in force for a period of five years from the date of incorporation of the Company. This authority may be renewed by the Company in general meeting in accordance with section 80 of the Act.
7. The provisions of section 89(1) of the Act do not apply to the Company.

Lien

8. The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share. The Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person, whether as a member or not and whether such moneys are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's lien on a share shall extend to any amount payable in respect of it.

Transfer of shares

9. The directors may, in their absolute discretion and without giving any reason, decline to register any transfer of a share whether or not it is a fully paid share.

Proceedings at general meetings

10. If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such day and at such time and place as the directors determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
11. A poll may be demanded at any general meeting by any member entitled to vote at it. Regulation 46 of Table A shall be modified accordingly.
12. On a show of hands or on a poll votes may be given either personally or by proxy.

Number of directors

13. Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum. The minimum number of directors is one.

Alternate directors

14. A director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director appointed by him.
15. When an alternate director is also a director or acts as an alternate director for more than one director, he shall have one vote for every director represented by him (in addition to his own vote if he is himself a director) and, when acting, shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

Delegation of powers

16. The following sentence shall be inserted after the first sentence of regulation 72 of Table A:

A committee of directors has the power, unless the directors direct otherwise, to appoint as a member of the committee for any specific purpose a person who is not a director of the Company.

Appointment and retirement of directors

17. The directors are not subject to retirement by rotation. The final two sentences of regulation 79 of Table A do not apply to the Company.
18. The Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director.
19. A member or members holding a majority in nominal amount of the issued share capital which confers the right to attend and vote at general meetings may at any time appoint any person to be a director, either as an additional director or to fill a vacancy, and may remove from office any director however appointed. The appointment or removal shall be effected by notice in writing to the Company signed by the member or members giving it or, in the case of a corporate member, signed by a director or by a person authorised by resolution of the directors or other governing body. The appointment or removal shall take effect when the notice is delivered to the registered office or to the secretary of the Company, or is produced at a meeting of the directors. The removal of a director shall be without prejudice to any claim which he may have under any contract with the Company.
20. There is no age limit for directors of the Company.
21. A director is not required to hold any qualification shares in the Company.

Disqualification and removal of directors

22. Regulation 81 of Table A shall be amended by substituting the following provisions for paragraphs (c) and (e):
- (c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or
 - (e) he is otherwise duly removed from office.

Remuneration of directors

23. Regulation 82 of Table A shall be amended by the addition of the following:

The remuneration shall be divided amongst the directors in such proportions and manner as the directors unanimously determine or in default of a determination equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in the division in proportion to the fraction of the year or other period during which he held office. A director who, at the request of

the directors, performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the directors determine.

Proceedings of directors

24. Regulation 88 of Table A shall be amended by adding to the sentence:

It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom

the words:

unless he has given to the Company an address outside the United Kingdom to which notices should be sent.

25. If and so long as the minimum number of directors specified under these Articles is one:-
- 25.1 a sole director may exercise all the powers conferred on the directors by the Articles, and shall do so by written resolution under his hand; and
- 25.2 regulations 88 to 90 of Table A shall not apply to the Company and Article 23 of these Articles shall have no effect.
26. A director may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.
27. Subject to disclosure in accordance with section 317 of the Act, a director shall be entitled to vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

The seal

28. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The 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 any two directors.

Notices

29. Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail. A notice communicated by immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.

Indemnity

- 30. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company is entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office, including any liability incurred by him:-
 - 30.1 in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part; or
 - 30.2 in connection with any application in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.

I the person whose name, address and description is hereunto subscribed is desirous of being formed into a company in pursuance of these articles of association, and I respectively agree to take the number of shares in the capital of the company set opposite my respective name.

Name and Address of Subscriber

Number of Shares

Jerome James Rosser
20 Triangle Place
London
SW4 7HS

One

Signed.....*J. J. Rosser*.....
Jerome James Rosser

Date.....*01/09/03*.....

Signature of Witness.....*Chris Trotman*.....
Chris Trotman
20 Triangle Place, London SW4 7HS

Date.....*1/9/03*.....