



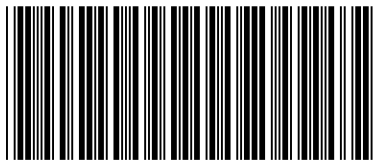
CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 5249238

The Registrar of Companies for England and Wales hereby certifies that
MARTIN TAYLOR ASSOCIATES 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 4th October 2004



N05249238R



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



Companies House

— for the record —

Electronic statement of compliance
with requirements on application
for registration of a company
pursuant to section 12(3A) of the
Companies Act 1985

Company number

5249238

Company name

MARTIN TAYLOR ASSOCIATES LIMITED

I,

CHARLES RODERICK SPENCER FOWLER

of

ORCHARD HOUSE
PARK LANE
REIGATE
SURREY
RH2 8JX

a

person named as a secretary of the company in the
statement delivered to the registrar of companies
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section
12(3A) of the Companies Act 1985

Statement:

I hereby state 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.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies
electronically and authenticated in accordance with the registrar's
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to
criminal prosecution

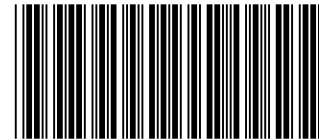


Companies House

— for the record —

10(ef)

**First directors and secretary and
intended situation
of registered office**



X124BZ2G

Received for filing in Electronic Format on the: **04/10/2004**

*Company Name
in full:* **MARTIN TAYLOR ASSOCIATES LIMITED**

*Proposed Registered
Office:* **ORCHARD HOUSE
PARK LANE
REIGATE
SURREY
RH2 8JX**

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **FOWLER & CO**
Agent's Address: **ORCHARD HOUSE
PARK LANE
REIGATE
SURREY
RH2 8JX**

Company Secretary

Style/Title: **MR**
Name **CHARLES RODERICK SPENCER FOWLER**

Address: **ORCHARD HOUSE
PARK LANE
REIGATE
SURREY
RH2 8JX**

Consented to Act: **Y** *Date authorised* **04/10/2004** *Authenticated:* **Y**

Director 1:

Style/Title: **MR**
Name **MARTIN LAURENCE TAYLOR**

Address: **20 BUSHWOOD ROAD**
KEW
RICHMOND
SURREY
TW9 3BQ

Nationality: **BRITISH**
Business occupation: **CONSULTANT**
Date of birth: **08/10/1949**

Consented to Act: **Y** *Date authorised* **04/10/2004** *Authenticated:* **Y**

Director 2:

Style/Title: **MRS**
Name **PHILLIPA JUDITH TAYLOR**

Address: **20 BUSHWOOD ROAD**
KEW
RICHMOND
SURREY
TW9 3BQ

Nationality: **BRITISH**
Business occupation: **HOUSEWIFE**
Date of birth: **18/07/1951**

Consented to Act: **Y** *Date authorised* **04/10/2004** *Authenticated:* **Y**

Other Directorships: **NORTH WEST LEARNING GRID**
BLACKBURN WITH DARWEN EDUC DEVELOPMENT TRUST

Authorisation

Authoriser Designation: **SUBSCRIBER** *Date Authorised:* **04/10/2004** *Authenticated:* **Yes**

The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

MARTIN TAYLOR ASSOCIATES LIMITED

1. The Company's name is "MARTIN TAYLOR ASSOCIATES LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. The object of the Company is to carry on business as a general commercial company.
4. The liability of the members is limited.
5. The Company's share capital is £1,000 divided into shares of £1 each.

We, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this memorandum, and we agree to take the number of shares shown opposite our names.

Martin Laurence Taylor	FIFTY shares
20 Bushwood Road	
Kew	
Richmond	
Surrey	
TW9 3BQ	

Phillipa Judith Taylor	FIFTY shares
20 Bushwood Road	
Kew	
Richmond	
Surrey	
TW9 3BQ	

Dated 4 October 2004

The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

Articles of Association

OF

MARTIN TAYLOR ASSOCIATES LIMITED

1. Subject as hereinafter provided, the regulations contained or incorporated in Table A in The Companies (Tables A to F) Regulations 1985 (herein referred to as "Table A") shall apply to the Company.
2. Regulations 8, 64, and 76 of Table A shall not apply to the Company and Regulation 6 shall be amended so as not to require a certificate to be sealed with the seal of the company but to be validly issued when signed by a Director and the Company Secretary.
3. The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.
4. At the date of the adoption of these Articles the capital of the Company is £1,000 divided into Ordinary Shares of £1 each.
5. (a) The Directors may subject to Article 6 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Companies Act 1985) of the Company to such persons and generally on such terms and conditions as the Directors think proper.

(b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 6 hereof and shall extend to the amount of the authorised share capital of the Company upon its incorporation. The said authority will expire five years after the incorporation of the Company unless renewed, varied or revoked by the Company in general meeting in accordance with section 80 or section 80A of the Act.

(c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

6. (a) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 5 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

(b) By virtue of section 91(1) of the Companies Act 1985, sections 89(1) and 90(1) to 90(6) inclusive of that Act shall not apply to the Company.

7. 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 member whether solely or 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 (if any) on a share shall extend to all dividends payable thereon.
8. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. The first sentence of Regulation 24 of Table A shall not apply to the Company.

9. In accordance with section 372(3) of the Companies Act 1985 in every notice calling a General Meeting of the Company there shall appear with reasonable prominence 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 be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company.
10. In Regulation 41 of Table A there shall be added at the end: "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved."
11. Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. 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 and by Table A and Regulation 89 of Table A shall be modified accordingly. The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Companies Act 1985.
12. The Company shall not be subject to section 293 of the Companies Act 1985, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.
13. No person other than a Director retiring by rotation shall be elected a Director at any general meeting unless -
 - (i) he is recommended by the Directors; or
 - (ii) not less than fourteen nor more than thirty-five clear days before the date of the meeting a notice in writing signed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.

14. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.

Martin Laurence Taylor
20 Bushwood Road
Kew
Richmond
Surrey
TW9 3BQ

Phillipa Judith Taylor
20 Bushwood Road
Kew
Richmond
Surrey
TW9 3BQ

Dated 4 October 2004