

FILE COPY



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

Company No. 5546684

The Registrar of Companies for England and Wales hereby certifies that
ENTERPRISE GOVERNANCE 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 25th August 2005



N05546684P



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

Company Name in full

ENTERPRISE GOVERNANCE LIMITED

I, RODERICK JAMES JOHN DAVIES

of 7, ALLEN ON CLOSE, CALMORE, SOUTHAMPTON

† 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

R J J Davies

Declared at

MAIDENHEAD

Day Month Year

On 18 08 2005

• Please print name.

before me •

Suzanne Scott SUZAN SCOTT

Signed

Suzanne Scott

Date

18-8-05

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

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public register.

KIDD RAPINET SOLICITORS
33 QUEEN STREET
MAIDENHEAD BERKS
SL6 1NB

Tel 01628 783150

DX number

DX exchange 6400 MAIDENHEAD



A38
COMPANIES HOUSE

0045
19/08/05

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
or LP - 4 Edinburgh 2



Companies House

for the record

10

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office

Company Name in full

ENTERPRISE GOVERNANCE LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

UNIT 27

39 MARSH GREEN ROAD

Post town

EXETER

County / Region

DEVON

Postcode

EX2 8PN

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
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DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name

ENTERPRISE GOVERNANCE LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

MARSEN LIMITED

Previous forename(s)

Previous surname(s)

†† 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.

Address ††

UNIT 27

39 MARSH GREEN ROAD

Post town

EXETER

County / Region

DEVON

Postcode

EX2 8PN

Country

U.K.

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

Consent signature

D.M. Marler
D.M. MARLER DIRECTOR
FOR & ON BEHALF OF
MARSEN LIMITED

Date

4/8/05

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR.

*Honours etc

Forename(s)

RODERICK JAMES JOHN

Surname

DAVIES

Previous forename(s)

Previous surname(s)

Address ††

7 ALLERTON CLOSE

CALMORE

Post town

SOUTHAMPTON

County / Region

HAMPSHIRE

Postcode

SO40 2GQ

Country

U.K.

†† 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.

Date of birth

Day Month Year

08 12 1956

Nationality

BRITISH

Business occupation

CHARTERED MANAGEMENT ACCOUNTANT

Other directorships

MARSEN LIMITED

ASSOCIATION OF ACCOUNTING TECHNICIANS

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

Consent signature

R.J.D.

Date

4/8/2005

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>						
* Voluntary details		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"/>								
<input type="checkbox"/>		<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 or the subscribers (i.e those who signed as members on the memorandum of association).

Signed



Date

4/8/2005

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

The Companies Act 1985
as amended by the Companies Act 1989

Private Company Limited by Shares

MEMORANDUM OF ASSOCIATION

of

ENTERPRISE GOVERNANCE LIMITED

- 1 The name of the company is "Enterprise Governance Limited".
- 2 The registered office of the Company will be situate in England.
- 3 The objects for which the company is established are:
 - 1 To engage in and carry on business to provide to commercial, industrial, educational, charitable, local or national government, or any other organisations, professional consultancy, training and associated services of all kinds relating to management; business organisation and administration; accountancy; design, installation and maintenance of business systems; company and commercial law; company formation, mergers and acquisitions, disposals and reconstructions; tax; sales and marketing; human resource development, personnel administration and management, including employment legislation; pension scheme advice; insurance and risk management; computer bureau services; credit control, debt collecting and credit management; the provision of training courses and seminars; to undertake franchising and licensing of all kinds; and to undertake any other activities or provide any other services which may conveniently be provided in conjunction with any or all of the above within the United Kingdom or overseas.
 - 2 To buy, sell and otherwise deal in or hold shares in, and to provide premises, equipment and services to, all or any such companies and enterprises.
 - 3 To undertake and execute agency and commission work of all kinds and to act as agents, factors and brokers for the sale of goods and the provision of any other relevant services, and of travel and associated facilities.
 - 4 To borrow, raise or lend money in any manner and on any terms, to give security for such loans and to give all descriptions of guarantees and indemnities.



- 5 To acquire, take on lease, rent, licence, let or dispose of freehold or leasehold land and buildings or other property of any description
 - 6 To establish, maintain or join and subscribe to any retirement benefit scheme within the meaning of the Finance Act 1970 and subsequent legislation for the benefit of any persons who are or were at any time employees or directors of the company or their dependants.
 - 7 To carry on any other trade business or activity which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, and to do all such other things as in the opinion of the Directors may be incidental or conducive to the attainment of the above objects.
- 4 The liability of the members is limited.
 - 5 The authorised share capital of the company is £10,000, divided into ten thousand ordinary shares of £1 each.

I, the person whose name and address is subscribed am 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 opposite my name.

Names and addresses
of subscribers

number of shares
taken by each

signatures of
subscribers

Roderick James John Davies
7 Allerton Close
Totton
Southampton
Hampshire
SO40 2GQ

20



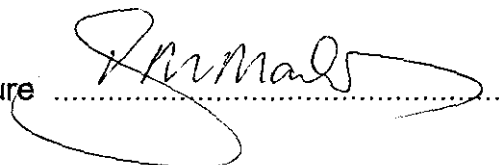
dated this 4th day of August 2005

WITNESS to the above signature

name
(in capitals)

J M MARLER

signature



full address

UNIT 27
89 MAXST GREEN RD
EXETER
EX2 8PN

occupation

CHARTERED SECRETARY

The Companies Act 1985
as amended by the Companies Act 1989

Private Company Limited by Shares

ARTICLES OF ASSOCIATION

of

ENTERPRISE GOVERNANCE LIMITED

1. Subject as hereinafter provided, the regulations contained in table A in the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as Table A) shall apply to the company.
2. Regulations 8-22 inclusive, 73-80 inclusive, 94-97 inclusive and 118 of Table A shall not apply to the company.
3. References to acts of the company "in general meeting" shall also imply, where relevant, the application of sections 113 to 119 of the Companies Act 1989 relating to the use of written resolutions.
4. 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 these shares or debentures being offered for sale to the public.
5. The authorised share capital of the company is £10,000, divided into ten thousand ordinary shares of £1 each.
6. The directors may, pursuant to section 80 of the Companies Act 1985, at any time allot any part of the share capital in the company for the time being authorised but unissued.
7. Sections 89 and 90 of the Companies Act 1985 shall not apply to the company and the directors may allot and issue shares otherwise than in proportion to existing holdings.
8. The company shall not use a common seal and regulation 101 of Table A shall not apply to the company, and regulation 6 of Table A shall apply as if the words "shall be sealed with the seal" were deleted and replaced with the words "signed by any two directors".

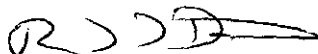
9. The directors may, at their absolute discretion and without assigning any reason therefor, decline to register the transfer of any share, and the first sentence of Regulation 24 of Table A shall not apply to the company.
10. No business shall be transacted at any general meeting of the company unless a quorum is present. Two persons present at the time the meeting proceeds to business shall be a quorum
11. The directors shall have power at any time to appoint any person to be a director, but so that the total number of directors shall not exceed any number fixed by or in accordance with the articles as the maximum number of directors.
12. The office of a director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and regulation 81 in Table A shall be modified accordingly.
13. A director may vote at any meeting of the directors or any committee of the directors on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has directly or indirectly any kind of interest whatsoever, and if he shall vote on any resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the present at the meeting.
14. No person shall be appointed a Director at any general meeting unless (a) he is recommended by the directors, and (b) not less than fourteen or more than thirty 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.
15. At a meeting of the board of directors the quorum shall be one.
16. Regulation 70 of Table A shall apply.
17. Every director or other officer of the company shall be indemnified out of the company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his offices 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 in connection with any application under section 144 or section 727 of the Act in which relief is granted to him by the court, 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.

18. I, the person whose name and address is subscribed am desirous of being formed into a company in pursuance of this Memorandum of Association and I agree to take the number of shares in the capital of the company opposite my name.

Names and addresses
of subscribers

signatures of
subscribers

Roderick James John Davies
7 Allerton Close
Totton
Southampton
Hampshire
SO40 2GQ



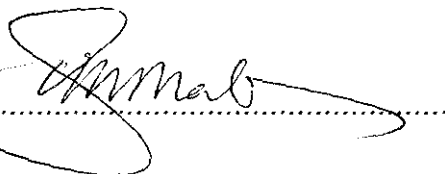
dated this 4th day of August 2005

WITNESS to the above signatures

name
(in capitals)

J. M. MARLER

signature



full address

UNIT 27
39 MARSH GREEN ROAD
EXETER
EX2 8PN

occupation

CHARTERED SECRETARY