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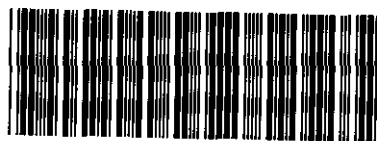
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5607342

The Registrar of Companies for England and Wales hereby certifies that
CONSULTVIEW 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 31st October 2005



N05607342E



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.

CHFP000

Declaration on application for registration

Company Name in full

CONSULTVIEW LIMITED

I,

BRYAN BUHAGIAR

of

14 FERNBANK CLOSE, CHATHAM, KENT ME5 9NH

† 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

28 LUTTRALL AVENUE, PUTNEY, LONDON SW15 6PF

Day Month Year

On

0 8 0 9 2 0 0 5

① Please print name.

before me ①

RICHARD PUGH

Signed

Date

08/09/05

† 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.

MEDWAY BUSINESS SERVICES LIMITED

14 FERNBANK CLOSE, CHATHAM, KENT ME5 9NH

Tel 01634 687100

DX number

DX exchange



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

CONSULTVIEW LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

14 Fernbank Close

WALDESLADE

Post town

CHATHAM

County / Region

KENT.

Postcode

ME5 9NH.

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

MEDWAY BUSINESS SERVICES LIMITED.

Address

14 Fernbank Close

WALDESLADE

Post town

CHATHAM

County / Region

KENT.

Postcode

ME5 9NH.

Number of continuation sheets attached

1.

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

MEDWAY BUSINESS SERVICES LIMITED.

14 Fernbank Close, WALDESLADE, CHATHAM KENT.

ME5 9NH.

Tel 01634 687100.

DX number

DX exchange



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

Company Secretary (see notes 1-5)

Company name

CONSULTVIEW LIMITED

NAME

*Style / Title

Mr.

*Honours etc

* Voluntary details

Forename(s)

Bryan

Surname

BUHAGIAR.

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 ††

14 Fernbank Close

WALBERSLADE

Post town

CHATHAM

County / Region

KENT.

Postcode

ME5 9NH.

Country

ENGLAND.

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

Consent

Date

08-09-05

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

Mrs.

*Honours etc

Forename(s)

Susan

Surname

BUHAGIAR.

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 ††

14 Fernbank Close

WALBERSLADE

Post town

CHATHAM

County / Region

KENT.

Postcode

ME5 9NH.

Country

ENGLAND.

Day Month Year

Date of birth

18 06 1960.

Nationality

BRITISH.

Business occupation

DIRECTOR.

Other directorships

MEDWAY BUSINESS SERVICES LIMITED.

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

Consent signature

Date

08-09-05

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† 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

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

08-09-05

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.



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THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

CONSULTVIEW LIMITED



1. The Company's name is **CONSULTVIEW LIMITED**.
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
(A) To carry on the business of a general commercial company.

(B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the company in connection with or ancillary to any of the above business of the company.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purpose of or in connection with the Company's business or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purpose of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(G) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of any other person, firm or company whether a customer of the company or otherwise, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

(I) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or of any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary or to the dependants or any member of the family of such persons, and to contribute to any fund and pay premiums for

the purchase or provision of any such benefit and to establish and support, or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company or any such subsidiary.

(J) To draw, make accept, endorse, negotiate, discount, and execute promissory notes, bills of exchange, and other negotiable instruments.

(K) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.

(L) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any Company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debenture or debenture stock, mortgages or other securities of any Company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(N) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.

(O) To purchase or otherwise acquire, take over and undertake all or any part of the business, property liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.

(P) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(Q) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(R) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(S) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that: -

(A) The word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporated, and whether incorporated, registered, resident, or domiciled in the United Kingdom or elsewhere, and

(B) The objects of the Company specified in each of the foregoing paragraphs of this Clause shall be distinct and separate objects of the Company and shall be no way limited by reference to any other paragraphs hereof or to the order in which the same occur, but shall be construed in as wide a sense as possible as if each of the said paragraphs defined the objects of a separate and distinct company.

4. The liability of the members is limited.

5. The Company's share capital is £100 divided into 100 Ordinary 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 respective names.

NAMES, ADDRESSES & DESCRIPTION
OF SUBSCRIBERS

Susan Buhagiar
14 Fernbank Close
Walderslade
Chatham
Kent ME5 9NH

Company Director

Bryan Buhagiar
14 Fernbank Close
Walderslade
Chatham
Kent ME5 9NH

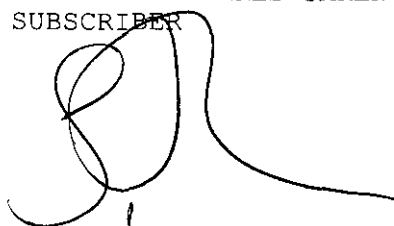
Company Secretary

DATED 8th September 2005.

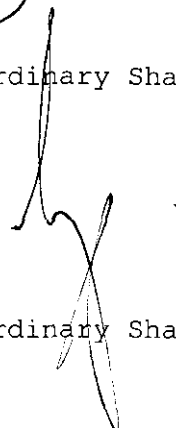
WITNESS to the above signatures: -

Eric Braconnier
14 Fernbank Close
Walderslade
Chatham
Kent ME5 9NH
Retired

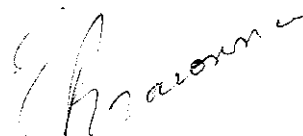
NUMBER OF SHARES TAKEN BY EACH
SUBSCRIBER



1 Ordinary Share



1 Ordinary Share



THE COMPANIES ACTS 1985 AND 1989**COMPANY LIMITED BY SHARES****ARTICLES OF ASSOCIATION
OF
CONSULTVIEW LIMITED**PRELIMINARY

1. In these Articles and in Table A :-

"the Act" means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force.

"Table A" means Table A in the Companies (Tables A-F) Regulations 1985.

2. (A) Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company.

(B) Regulations 24, 46, 50, 73-80 inclusive, 94-97 inclusive and 118 in Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. Subject to authorisation pursuant to section 80 of the Act, all unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may allot, grant options over, offer or otherwise deal with or dispose of them to such persons, at such times and generally on such terms and conditions as they may determine.

4. The second sentence of regulation 6 of Table A shall be deleted and there shall be inserted in its place "Every certificate shall be sealed with the seal or executed as a deed in any manner from time to time permitted by law and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up thereon."

5. The lien conferred by regulation 8 of Table A shall apply to all shares of the Company whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders. The said regulation 8 shall be modified accordingly.

6. The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

TRANSMISSION OF SHARES

7. The Board 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 directors 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 of Table A shall be modified accordingly.

TRANSFER OF SHARES

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.

GENERAL MEETINGS

9. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman or by any member present in person or by proxy and entitled to vote, and a demand by a person as proxy for a member shall be the same as a demand by the member.

10. The chairman shall not have a casting vote on an equality of votes, whether on a show of hands or on a poll at any general meeting.

11. For the purpose of regulation 53 of Table A, a director or secretary of a corporation which is for the time being a member shall be deemed to be a person authorised to execute a resolution on behalf of that corporation.

12. A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly.

DIRECTORS

13. The number of directors need not exceed 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 or Table A. Regulations 64 and 89 of Table A shall be modified accordingly.

14. A director shall not be required to hold any qualification shares in the Company, but nevertheless shall be entitled to attend and speak at any general meeting and at any separate general meeting of the holders of any class of shares in the capital of the Company.

15. A director shall be paid such remuneration by way of salary, commission or percentage of profits or otherwise as the

directors may determine. Regulation 82 of Table A shall be modified accordingly.

ALTERNATE DIRECTORS

16. Each director shall have the power from time to time to appoint any other director or any person approved by the directors (such approval not to be unreasonably withheld) to act as an alternate director and may remove from office an alternate director appointed by him. Regulation 65 of Table A shall be modified accordingly.

17 (A) The remuneration of an alternate director shall be payable out of the remuneration payable to the director appointing him and shall consist of such part (if any) of such remuneration as shall be agreed between the alternate director and the director appointing him. Regulation 66 of Table A shall be modified accordingly.

(B) The alternate director shall benefit from the indemnity set out in Article 23.

PROCEEDINGS OF DIRECTORS

18. Subject to the provisions of Part X of the Act a director may be interested directly or indirectly in any contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him.

19. Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting. The chairman of a meeting of directors shall not be entitled to a second or casting vote and regulation 88 of Table A shall be modified accordingly.

APPOINTMENT AND DISQUALIFICATION

20. Subject to the powers of the Company under Section 303 of the Act, the directors shall have power at any time and from time to time to appoint any person or persons to be a director or directors, either as an addition to the existing directors or to fill any vacancy, and to remove from office any director howsoever appointed.

21. Regulation 81(e) of Table A shall not apply if the absent director shall have appointed an alternate director who has not been similarly absent during the period referred to therein.

DIVIDENDS

22. Dividends shall be declared and paid according to the amounts paid up or credited as paid up on the shares on which the dividend is paid. Regulation 104 shall be construed accordingly.

INDEMNITY

23. Every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and 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 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 insofar as its provisions are not avoided by Section 310 of the Act.

WE, the subscriber to these Articles of Association, wish to be formed into a Company pursuant to these Articles of Association.

NAMES, ADDRESSES & DESCRIPTIONS
OF SUBSCRIBERS

Susan Buhagiar
14 Fernbank Close
Walderslade
Chatham
Kent ME5 9NH

Company Director

Bryan Buhagiar
14 Fernbank Close
Walderslade
Chatham
Kent ME5 9NH

Company Secretary

DATED 8th September 2005

WITNESS to the above signatures:-

Eric Braconnier
14 Fernbank Close
Walderslade
Chatham
Kent ME5 9NH
Retired

