

FILE COPY



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

Company No. 2936281

The Registrar of Companies for England and Wales hereby certifies that  
O S S 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 7th June 1994

*P. Bevan*  
P. BEVAN

For the Registrar of Companies



**C O M P A N I E S   H O U S E**

## G COMPANIES FORM No. 12

**Statutory Declaration of compliance  
with requirements on application  
for registration of a company**

12

Please do not  
write in  
this marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering\* insert full  
name of Company† delete as  
appropriateTo the Registrar of Companies  
(Address overleaf)For official use For official use 

Name of company

\* OSS LIMITED

I, DAVID WILLIAMS LAING for & on behalf  
of FARNCOMBE INTERNATIONAL LTD  
35 FIRST AVE  
WORLDSdo 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(2)]† and that all the requirements of the above Act 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  
provisions of the Statutory Declarations Act 1835Declared at CICKLETON *Anade*

Declarant to sign below

BROADWATER

WORLDS

the 27<sup>th</sup> day of MAYOne thousand nine hundred and *ninety four*before me *Whale*A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.Presentor's name address and  
reference (if any):Farncombe International Ltd  
The White House, 35 First Avenue  
Worthing, West Sussex BN14 9NJ  
Tel: (0903) 820802 Fax: (0903) 820502For official Use  
New Companies Section

Post room

**Statement of first directors and  
secretary and intended situation  
of registered office**

This form should be completed in black.

CN

For official use

Company name (in full)

O S S LIMITED

Registered office of the company on incorporation.

RO

30 PHALOSSO RD

Post town WORTHINGS

County/Region W SUSSEX

Postcode BN11 5SJ

If the memorandum is delivered by an agent for the subscribers of the memorandum mark 'X' in the box opposite and give the agent's name and address.

Name

RA Farncombe International Ltd

35 FIRST AVE

Post town WORTHINGS

County/Region W SUSSEX

Postcode BN14 9NJ

Number of continuation sheets attached

To whom should Companies House direct any enquiries about the information shown in this form?

Farncombe International Ltd

The White House, 35 First Avenue  
Worthing, West Sussex BN14 9NJ

Tel: (0903) 820802 Fax: (0903) 820802

Postcode

Telephone

Extension

**Company Secretary** (See notes 1 - 5)

Name \*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.  
In the case of a corporation, give the registered or principal office address.

CS

FMANCO 77 - INTERNATIONAL LTD

AD

35 FIRST AVE

Post town

WONTHINS

County/Region

W SUSSEX

Postcode

BN14 9NT

Country ENGLAND

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

Signed

Date 27/5/94

Consent signature

**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

Name \*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.  
In the case of a corporation, give the registered or principal office address.

CD

DAVID WILLIAMS

LAKE

AD

35 FIRST AVE

Post town

WONTHINS

County/Region

W SUSSEX

Postcode

BN14 9NT

Country ENGLAND

Date of birth

Nationality NA BRITISH

Business occupation

DO 31/01/42

Other directorships

OC

PINCETON

OD

FMANCO 77 - INTERNATIONAL

\* Voluntary details

1071727

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

Signed

Date 27/5/94

Page 2

Consent signature

**Directors (continued)**

(See notes 1 - 5)

Name \_\_\_\_\_

\*Style/Title

### Forenames

Surname

\*Honours etc

### Previous forenames

Previous surname

### Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

**\* Voluntary details**

**Consent signature**

Signed

Date

**Delete if the form  
is signed by the  
subscribers.**

**Delete if the form  
is signed by an  
agent on behalf of  
all the subscribers.**

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

  
Signature of agent on behalf of all subscribers Date 27/3/94

**Signature of agent on behalf of all subscribers**

Date 27/7/94

**Signed**

Date

Signed

Date

Signed

Date

Sign and

## Data

2436281.

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

O S S LIMITED



1. The name of the Company is:- O S S Limited.
2. The Registered Office of the Company will be situated in England.
3. The objects for which the Company is established are:-
  - (a) To carry on all or any part of the business or businesses of computer and software consultants, consultants in computer systems development, providers of computer software development resources, managers, strategic information systems planners, business analysts, programmers, full lifecycle developers, designers, researchers and developers, suppliers, distributors, importers, exporters, retailers, installers and maintainers of all kinds of goods and equipment including software, control systems, computers, computer systems, hardware, networking and related products; to act as consultants and provide manpower services, technical expertise and skilled computer staff in relation to the provision of the aforesaid businesses and to any service complimentary to the aforesaid businesses.
  - (b) To carry on business as precision engineers, manufacturers, designers, importers, exporters, repairers, installers, hirers, maintainers, merchants, shippers, distributors of, dealers in and agents for electronic components, micro-electronic devices, integrated circuits, solid state devices and electronic sensors, measuring equipment, gauges, engineering equipment, plant machinery components and accessories, software and computer systems, plastics, mouldings, and all kinds of goods, machinery and equipment whether or not in the nature of the foregoing.
  - (c) To deal generally with goods, products and materials of every description required for any business carried on by the Company; acting as distributors, dealers, wholesalers, retailers, importers, exporters or otherwise and to assemble, process, buy, sell, exchange, hire, hire out, repair, service, maintain, alter, improve, manipulate, prepare for market and otherwise deal with them; to demonstrate, contract, advertise, finance, insure and underwrite in relation thereto and to do all or any of the above acting as principals, agents, brokers, factors, contractors, appointees, assignees, trustees, lessors, lessees or otherwise.

591299

- (d) To carry on any other business which may seem to the Company capable of being advantageously carried on in connection with any of the objects of the Company.
- (e) To purchase, sell, exchange, mortgage, charge, licence, lease, rent, surrender, accept surrender of and otherwise acquire and /or deal with any freehold, leasehold or other property.
- (f) To construct, erect, dismantle, pull down, alter, develop, improve, repair, maintain, remove, replace and hire any structure or building and adapt the same for the purposes of the Company's business.
- (g) To buy, sell, import, export, manufacture, exchange, part exchange, let, hire, build, construct, install, erect, enlarge, improve, adapt, dismantle, remodel, repair and maintain any engine, machinery, plant and material for use or sale in any of the businesses or trades aforementioned.
- (h) To enter into partnership on any arrangement of any kind with any person, firm or company having any of its objects similar to any of the objects of the Company.
- (i) To purchase or otherwise acquire all or any part of the business, property, liabilities or assets of any person/s, firm or company carrying on or formed to carry on any business which the Company is authorised to carry on or possessed of property suitable to the purposes of the Company and to pay cash, or to issue shares, stocks, debentures or debenture stock of the Company for said purchaser aquisition and to undertake any liabilities or obligations relating to the said property or said business.
- (j) To act as contractors, sub-contractors, brokers or agents for any company, person/s or firms and also to appoint any such sub-contractors, brokers or agents and to act in any of the businesses of the Company through them.
- (k) To register, apply for, purchase or otherwise acquire any intellectual property rights or concessions which may seem to benefit the Company and to protect, prolong, renew, sell, licence, grant rights to or otherwise deal with them.
- (l) To purchase, subscribe for or otherwise aquire stock, shares or other interest in any company or corporation.
- (m) To sell, licence or otherwise deal with any undertaking of the Company or any part of the property, assets or rights of the Company upon such terms as the Company may approve with power to accept interests in any other Company.
- (n) To borrow and raise money upon such terms as the Company shall consider expedient. The borrowing powers of the Company shall be unlimited and in particular by the issue of debenture stock charged upon any of the Company's present or future property including its uncalled capital and to re-issue any debentures at any time paid off.
- (o) To secure or guarantee the payment of any debenture, stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of interests or engagements of any other company or person and give indemnities and guarantees of all kinds where the Company sees fit.
- (p) To invest and deal with the monies of the Company not immediately required for the purposes of the Company in such shares and upon such securities and in such manner and subject to such conditions as may seem expedient at the time.

- (q) To make, draw, accept, endorse, execute and issue promissory notes, bills of exchange, bills of lading, warrents, debentures and other negotiable instruments to remunerate any person, firm or company rendering services to the Company in any manner whatsoever and to lend, give credit and advance money to any persons, firms or companies on such terms as the company may decide.
- (r) To promote the Company's interests by advertising its services, products or works in any manner and by making advances to customers and others for any purpose intended to enhance the Company's business and by allowing the said customers and others credit without security to enable them use the services and product of the Company and by taking part in promotional activities of all kinds, offering prizes, gifts and concessions as the Company sees fit.
- (s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company and to promote or aid in the promotion of any other company and to grant pensions, allowances, gratuities and bonuses to employees, ex-employees, directors, ex-directors or other officers of the Company or their dependents, to subscribe to, assist or establish trusts, funds or profit sharing schemes for the benefit of any such persons and to establish or support any charitable institution, trade society, club, fund or scheme which may advance the interests of the Company.
- (t) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that each of the foregoing sub-clauses shall be construed independently and that none of the objects herein shall be deemed subsidiary to the objects contained in any other of the sub-clauses.

4. The liability of the Company is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each, with power to increase or divide the capital for the time being into different classes, having such rights, privileges and advantages as to voting or otherwise as the Articles of Association may from time to time prescribe.

We the undersigned persons whose names and addresses are subscribed hereafter are desirous of being formed into a Company in pursuance of this Memorandum and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Name & address of Subscriber	Number of Shares Taken	Signature
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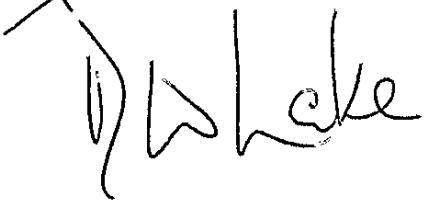
Jacqueline M Lake  
Farncombe International Ltd  
35 First Ave  
Worthing BN14 9NJ

1 ordinary £1 share



David W Lake  
35 First Avenue  
Worthing BN14 9NJ

1 ordinary £1 share



WITNESSED BY:  
Lucy Lake  
49 Barfield Park  
Lancing, W Sussex



27/7/94

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

O S S LIMITED

PRELIMINARY

1. Subject as hereinafter provided the Regulations set out in Table A of the schedule to the Companies (Tables A to F) Regulations 1985 shall apply to the Company.
2. The following Articles of Table A shall not apply to the Company:- 24,46,50,64,66 and 67.

SHARES

3. The authorised share capital and any increased share capital shall, within a period of five years from the date of incorporation of the Company, be under the control of the Directors, who may allot, dispose of or grant options over the same and no other authority for the Directors to have such control shall be valid for more than five years from the date of passing the member's resolution to which it relates.
4. (a) Section 89(1) and Sections 90(1) to 90(6) of the Act shall not apply in relation to the issue of any equity securities by the Company but sub-paragraph (b) of this Article shall apply in substitution.  
(b) Unless otherwise directed by the Company in General Meeting, any shares, other than those comprising the authorised share capital with which the Company is incorporated, created from time to time shall before they are issued be offered to members in proportion as nearly as possible to the number of shares held by them. Such offers shall be made in writing specifying the number of shares offered and the limiting time within which the offer if not accepted will be deemed to be declined and after the expiration of such time any shares not accepted and any such shares where the ratio which the shares to be issued bear to the shares held by a member cannot, in the opinion of the Directors, allow such shares to be conveniently offered under this Article shall be at the disposal of the Directors to allow, dispose of or grant options over to such persons and at such a time and under such terms as the Directors think fit.
5. Subject to the provisions of the Act including Sections 159-171 thereof the Company may issue shares redeemable on the option of the Company or shareholders under terms provided by the resolution of the Company creating such shares.

LIEN

6. The lien conferred by Regulation 8 of Table A shall also apply to fully paid up shares and dividends therein and to all shares registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

## TRANSFER OF SHARES

7. A member desiring to transfer shares other than to the Company, shall first give notice in writing, giving particulars of the shares in question to the Company. The Directors as agents for the members giving such notice must offer any such shares to the members of the Company in a direct and pro-rate proportion to their existing holding at a price agreed between the transferor and the Directors or failing agreement at a price fixed by the Auditors as a fair value thereof. If after the expiry of twenty eight days from the issue of the said offer the Directors have been unable to find a member or members willing to purchase all such shares on such conditions, the transferor may dispose of any shares remaining in any manner he may think fit within three months from the date of notice, but the Directors may decline to register any such transfer they consider for any reason undesirable.

## GENERAL MEETINGS

8. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded by the Chairman or any member in person or by proxy. In the case of an equality of votes the Chairman shall not have a second casting vote and Article 88 of Table A shall be modified accordingly.

## DIRECTORS

9. The first Directors of the Company shall be determined in writing by the Subscribers to the Memorandum and Articles and their descendants in title.
10. There shall be at least one Director and not more than ten unless otherwise determined by the Company in General Meeting and at any time there shall be only one Director of the Company he or she may act as sole Director exercising all the powers, authorities and discretions vested in the Directors.
11. The Company shall not be subject to Section 293 of the Act and accordingly any person may be appointed or elected as Director whatever his age and no Director shall be required to vacate his office by reason of his attaining any particular age.
12. Subject to the provisions of Section 317 of the Act a Director may contract with and participate in the profits of any contract or arrangement as if he were not a Director and a Director may vote as a Director in regard to any contract or arrangement in which he is interested provided he has previously disclosed the interest to the Company, and his vote shall be counted and he shall be reckoned as part of the quorum of any meeting where such a matter is considered.
13. The shareholding qualifications for Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required.

## SECRETARY

14. The first Secretary of the Company shall be the person or persons named as Secretary in the statement delivered to the Registrar of Companies prior to the incorporation of the Company and deemed to be appointed accordingly.

## BORROWING POWERS OF DIRECTORS

15. The Director of the Company may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property or unpaid capital or any part thereof and subject to Section 80 of the Act to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

## ALTERNATE DIRECTORS

16. An alternate Director shall be entitled to receive notice of all meetings of Committees of Directors of which his appointed is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present and generally to perform all the functions of his appointer in his absence, and where the alternate Director is also a Director he shall have a separate vote on behalf of the Director he is representing in addition to his own vote. Any alternate need not hold any share qualifications and any remuneration made to such an alternate shall be payable from the remuneration of the Director appointing him and the proportion therefo shall be agreed between them. An alternate Director shall cease to be an alternate Director if his appointer ceases to be a Director.

## INDEMNITY

17. Subject to Section 310 of the Act and in addition to such indemnity as is contained in Clause 118 of Table A every Director, or Official of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses and expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

Name & Address of Subscriber	Number of Shares Taken	Signature
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Jacqueline M Lake  
35 First Avenue  
Worthing  
BN14 9NJ

1 ordinary share



David W Lake  
35 First Avenue  
Worthing  
BN14 9NJ

1 ordinary share



## WITNESSED BY:

Lucy Lake  
49 Barfield Park  
Lancing  
West Sussex

27.5.94