

FILE COPY



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

Company No. 3897377

The Registrar of Companies for England and Wales hereby certifies that
DELLAM CORPORATE INFORMATION 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 21st December 1999



N03897377V



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E

HC007B

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full

DELLAM CORPORATE INFORMATION LIMITED



F012001J

I, YIT-LUN VUN

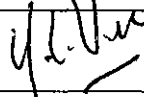
of 2 HEATH DRIVE, SUTTON, SURREY, SM2 5RP

† Please delete as appropriate. C.E.S.
C.E.S.

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 11/13 Grove Road, Sutton, Surrey SM1 1DS

the 8th day of December

One thousand nine hundred and ninety nine

● Please print name.

before me ● CATHERINE ELEANOR SPENCE

Signed

Catherine E. Spence .

Date

8-12-99

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.

YIT-LUN VUN

2 HEATH DRIVE, SUTTON, SURREY, SM2 5RP

Tel

DX number DX exchange



A38 *ALCFZMAN* 0529
COMPANIES HOUSE 15/12/99

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 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

10

Please complete in typescript, or in bold black capitals.

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

[Empty box for directors and secretary information]

Company Name in full

DELLAM CORPORATE INFORMATION LIMITED



F010001H

Proposed Registered Office

2 HEATH DRIVE

(PO Box numbers only, are not acceptable)

[Empty box for address details]

Post town

SUTTON

County / Region

SURREY

Postcode

SM2 5RP

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

[Empty box for agent's name]

Address

[Empty box for agent's address]

[Empty box for agent's address]

Post town

[Empty box for agent's post town]

County / Region

[Empty box for agent's county]

Postcode

[Empty box for agent's postcode]

Number of continuation sheets attached

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.

[Empty box for contact name]

[Empty box for contact address]

Tel

[Empty box for telephone number]

DX number

DX exchange

[Empty box for DX number and exchange]

Cc



When you have completed and signed the form please send it to the registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 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 **DELLAM CORPORATE INFORMATION LIMITED**

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s) **YIT-LUN**

Surname **VUN**

Previous forename(s)

Previous surname(s)

Address

2 HEATH DRIVE

Usual residential address

For a corporation, give the registered or principal office address.

Post town **SUTTON**

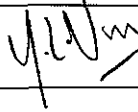
County / Region **SURREY**

Postcode **SM2 5RP**

Country **ENGLAND**

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

Consent signature



Date

1-12-1999

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s) **JOHN DELLAM**

Surname **BLACKBURN**

Previous forename(s)

Previous surname(s)

Address

2 HEATH DRIVE

Usual residential address

For a corporation, give the registered or principal office address.

Post town **SUTTON**

County / Region **SURREY**

Postcode **SM2 5RP**

Country **ENGLAND**

Day Month Year

Date of birth

19 | 5 | 49

Nationality

BRITISH

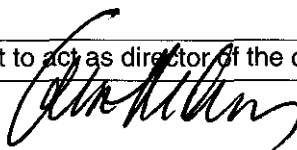
Business occupation

ECONOMETRICIAN

Other directorships

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

Consent signature



Date

1-12-1999

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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3



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
of
DELLAM CORPORATE INFORMATION LIMITED

3897377

0014920

(1) The name of the company is:

"DELLAM CORPORATE INFORMATION LIMITED"

(2) The registered office of the company will be situate in England.

(3) The objects for which the company is established are:-

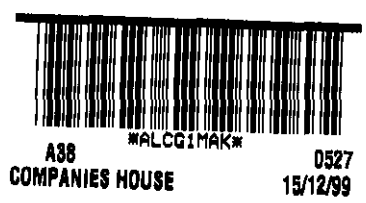
(A) To carry on all or any of the businesses of general merchants and traders, manufacturers, assemblers, distributors, importers, exporters, merchants, factors and shippers of and wholesale and retail dealers in goods, wares, produce, products, commodities, fancy goods, handicrafts and merchandise of every description and to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient.

(B) To purchase, or otherwise acquire and hold, letters patent, copyrights and designs, and equivalent protection in other jurisdictions, and licences, rights and privileges thereunder on any terms and in any part of the world; to apply for and register, in any part of the world, letters patent, copyrights and designs and equivalent protection in other jurisdictions; to exercise, use, sell or otherwise deal with or turn to account in any part of the world inventions, letters patent, copyrights and designs, and equivalent protection in other jurisdictions, and licences, rights and privileges thereunder; to manufacture and trade and deal, in any part of the world, in all machinery, plant, articles and things and to work processes protected under or connected with any inventions, letters patent, copyrights and designs and equivalent protection in any jurisdiction.

(C) To carry on any other business of any nature whatsoever which may seem to the Directors to be capable of being conveniently carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view to rendering profitable or more profitable any of the Company's assets or utilising its know-how or expertise.

(D) To subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal in, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof, and to buy and sell foreign exchange.

(E) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal in bills of exchange, promissory notes, and other negotiable or transferable instruments or securities.



(F) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks, copyrights or other exclusive or nonexclusive rights of any kind and to develop the same in such manner as may be thought fit and to make experiments and tests and to carry on all kinds of research work.

(G) To build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works, plants, factories, wharves, jetties, roads, railways, warehouses, depots, offices and other buildings, structures or facilities of all kinds, whether for the purposes of the Company or for sale, letting or hire to or in return for any consideration from any company, firm or person, and to contribute to or assist in or carry out any part of any such operation.

(H) To amalgamate or enter into partnership or any joint venture or profit-sharing arrangement or other association with any company, firm or person.

(I) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm or person carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the company.

(J) To promote, or join in the promotion of, any company, whether or not having objects similar to those of the Company.

(K) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other securities of any description.

(L) To advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security.

(M) To guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, for the performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business.

(N) To issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.

(O) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for shares or other securities, whether fully or partly paid up.

(P) To procure the registration or incorporation of the Company in or under the laws of any territory outside England and Wales.

(Q) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely directly or indirectly to further the interests of the Company or of its members.

(R) To establish and maintain, and to contribute to, any pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any present or former employees or officers of the Company or of its subsidiaries or holding company or of other subsidiaries of its holding company or of any other company associated with the Company, and the wives, widows, families and dependants of any such persons; to establish and subsidise or subscribe to any institutions, associations, clubs or funds which maybe considered likely to benefit any such persons or to further the interests of the Company or of any such other company; and to make payments for or towards the insurance of any such persons.

(S) To establish and maintain, and to contribute to, any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees or former employees, or those of its subsidiaries or holding company or other subsidiaries of its holding company, or by or for the benefit of such other persons as may for the time being be permitted by law, or any scheme for sharing profits with its employees or those of its subsidiary and/or associated companies, and (so far as for the time being permitted by law) to lend money to the Company's employees (other than directors) with a view to enabling them to acquire shares in the Company or its holding company.

(T) To distribute among members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any of the property or assets of the Company, or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any incident authorised and consent required by law.

(U) To undertake all or any of the foregoing in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, subsidiaries or otherwise, and either alone or in conjunction with others.

(V) To do all such other things as may be considered to be incidental or conducive to any of the above objects. And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any such paragraph) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

(4) The liability of the members is limited.

(5) The share capital of the Company is £100 divided into 100 shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

Number of shares
taken by each Subscriber

John Dellam Blackburn
2 Heath Drive
Sutton
Surrey SM2 5RP



Econometrician

ONE

Yit-Lun Vun
2 Heath Drive
Sutton
Surrey SM2 5RP



Linguist

ONE

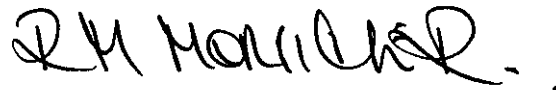
Total Shares taken:

TWO

DATED the 1st day of December 1999.

WITNESS to the above signatures:-

Ruth Marie Mortimer
8 Bridgefield Road
Sutton
Surrey SM1 2DG



Office Manager

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
of
DELLAM CORPORATE INFORMATION LIMITED

PRELIMINARY

(1) The company is a Private Company within the meaning of Section 1 of the Companies Act 1985. Accordingly the Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company or 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 the shares or debentures being offered for sale to the public.

(2) 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 this Company.

(3) The following Articles of the said Table A shall not apply to this Company videlicet:-

24, 46, 47, 50, 64 to 69, 73 to 78 and the second and third sentences of Regulations 79, 81, 94 and 95.

CAPITAL

(4) The Directors of the Company shall within a period of five years from the date of incorporation of the Company be entitled to exercise the Company's power to allot, grant options over or otherwise dispose of the shares which are comprised in the authorised share capital with which the company is incorporated and no other authority for the Directors to allot, grant options over or otherwise dispose of any shares shall be valid for more than five years from the date of passing the members resolution to which it relates.

(5) (a) Section 89(1), Sections 90(1) to (5) and Section 90(6) of the Act shall not apply in relation to the issue of any equity securities by the Company but in substitution therefor the provisions of sub-paragraph (b) of this Article shall apply.

(b) Save as otherwise directed by the Company in General Meeting any shares which are not comprised in the authorised share capital with which the Company is incorporated from time to time to be created shall before they are issued be offered to the members in proportion as nearly as possible to the number of shares held by them. Any such offer shall be made by notice specifying the number of shares offered and limiting a 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 shares which, by reason of the ratio which the shares to be issued bear to the shares held by persons entitled to an offer thereof, cannot, in the opinion of the Directors, conveniently be offered under this Article, shall be at the disposal of the Directors, who may allot, grant options over, or otherwise dispose of the same to such persons at such times and on such terms as they think proper.

(6) Subject to the provisions of the Act including Sections 159 and 171 thereof the Company shall have power to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder on such terms as may be provided by the resolution of the Company creating such redeemable shares.

(7) Subject to the provisions of the Act including Sections 171 to 175 thereof the Company may purchase its own shares including any redeemable shares.

LIEN

(8) The lien conferred by Regulation 8 of Table A on shares and dividends shall also attach to fully paid up shares and dividends thereon registered in the name of any person in respect of all monies owing by such person to the Company on any account whatsoever, whether he shall be the sole registered holder of the relevant shares or one of two or more joint holders thereof.

TRANSFER OF SHARES

(9) A Member desiring to transfer shares otherwise than to the Company pursuant to Article 7 hereof shall first give notice in writing handed personally or sent by registered or recorded delivery post to their correct and last known address of such intention to the Company, the Directors and all the shareholders of the Company giving particulars of the shares in question. The Directors as agent for the member giving such notice may dispose of such shares or any of them to members of the Company in a direct and pro rata proportion to their existing holdings at a price to be agreed between the transferor and the Directors or failing agreement at a price fixed by the Auditors of the Company as a fair value thereof. If within 28 days of the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares on such conditions then but not before then the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice but the Directors may in their absolute discretion and without assigning any reason therefore decline to register any such transfer whether or not it is in respect of a fully paid up share or shares.

PROCEEDINGS AT GENERAL MEETINGS

(10) 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 any member in person or by proxy. Unless a poll is so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn. In the event of an equality of votes the Chairman shall not have a second or casting vote.

DIRECTORS

(11) The Directors of the Company shall not be more than seven but if and so long as there is a sole Director such Director may act alone in exercising all the powers and authorities by Table A or these Articles vested in the Directors generally. The first Directors of the Company shall be the person or persons named in the Statement delivered to the Registrar of Companies prior to the formation of the Company and deemed to be appointed Directors accordingly. No Director shall be subject to retirement by rotation.

(12) The Company shall not be subject to Section 293 of the Act 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) In the case of an equality of votes at any Directors' Meeting the Chairman of the Meeting shall not have a second or casting vote and Article 88 of Table A shall be modified accordingly.

(14) Subject to the provisions of Section 317 of the Act a Director may contract with and participate in the profits of any contracts or arrangements as if he were not a Director. A Director shall also be capable of voting in respect of such contracts or arrangements, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place or profit under the Company, or in respect of the terms thereof and may be counted in the quorum at any Meeting at which any such matter is considered.

SECRETARY

(15) 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 THE DIRECTORS

(16) The Directors 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 uncalled 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

(17) Any Director may in writing appoint a person to be his alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

INDEMNITY

(18) Subject to Section 310 of the Act and in addition to such indemnity as is contained in Clause 118 of Table A every Director, Officer 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.

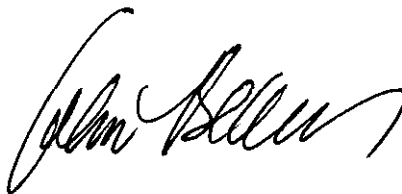
DISQUALIFICATION OF DIRECTORS

(19) The office of a Director shall be vacated:-

- (a) If by notice in writing to the company he resigns the office of Director,
- (b) If he ceases to be a Director by virtue of Section 291 of the Act,
- (c) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors,
- (d) If he becomes of unsound mind,
- (e) If he is prohibited from being a Director by any order made under Section 295 to 300 of the Act,
- (f) If he is removed from office by a resolution duly passed under Section 303 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

John Dellam Blackburn
2 Heath Drive
Sutton
Surrey SM2 5RP



Econometrician

Yit-Lun Vun
2 Heath Drive
Sutton
Surrey SM2 5RP



Linguist

DATED this 1st day of December 1999

WITNESS to the above signatures:-

Ruth Marie Mortimer
8 Bridgefield Road
Sutton
Surrey SM1 2DG



Office Manager