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

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

* Insert full
name of Company

† delete as
appropriate

To the Registrar of Companies

For official use

For official use

[] [] [] []

2285524

Name of company

* DATADVANCE LIMITED

I, ANTHONY R. RANDLE
of NEEDHAM & JAMES
WINDSOR HOUSE TEMPLE ROW,
BIRMINGHAM B2 5LF

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 40(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 1835

Declared at Post Office House
Colmore Circus Birmingham
West Midlands
the 28th day of July
One thousand nine hundred and Eighty Eight
before me [Signature]

Declarant to sign below

[Signature]

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):

NEEDHAM & JAMES
WINDSOR HOUSE
TEMPLE ROW
BIRMINGHAM B2 5LF

NPS

For official Use

New Companies Section

Post room

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

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

Please complete
legibly, preferably
in black type, or
bold block lettering

For official use

Name of company

*Insert full name
of company

* DATADVANCE LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

c/o Needham & James		
Windsor House		
Temple Row		
Birmingham.	Postcode	B2 5LF

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

X

Needham & James		
Windsor House		
Temple Row		
Birmingham	Postcode	B2 5LF

Number of continuation sheets attached (see note 1)

Presentor's name, address and
reference (if any):

NEEDHAM & JAMES
WINDSOR HOUSE
TEMPLE ROW
BIRMINGHAM B2 5LF

NPS

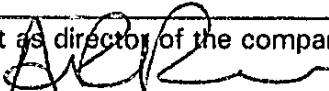
For official use

General Section

Post room

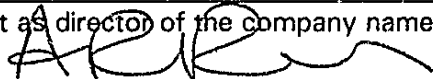
The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) Windsor House Nominees Limited		Business occupation Company	
Previous name(s) (note 3)		Nationality English	
Address (note 4) c/o Needham & James Windsor House, Temple Row, Birmingham.		Date of birth (where applicable) (note 6)	
	Postcode	B2 5LF	
Other directorships† NONE			
I consent to act as director of the company named on page 1			
Signature 		Date 25-7-88	

†Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

For and on behalf of Windsor House Nominees Limited

Name (note 3) Winsec Limited		Business occupation Company	
Previous name(s) (note 3)		Nationality English	
Address (note 4) c/o Needham & James Windsor House Temple Row Birmingham.		Date of birth (where applicable) (note 6)	
	Postcode	B2 5LF	
Other directorships† NONE			
I consent to act as director of the company named on page 1			
Signature 		Date 25-7-88	


For and on behalf of Winsec Limited

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
	Postcode		
Other directorships†			
I consent to act as director of the company named on page 1			
Signature		Date	

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary or joint secretaries, of the company are as follows:

Please do not write in this margin


Please complete legibly, preferably in black type, or bold block lettering

Name (notes 3 & 7)		Winsec Limited	
Previous name(s) (note 3)			
Address (notes 4 & 7) c/o Needham & James Windsor House Temple Row			
Birmingham B2 5LF			
		Postcode	
I consent to act as secretary of the company named on page 1			
Signature			
		Date	25-7-88

For and on behalf of Winsec Limited

Name (notes 3 & 7)			
Previous name(s) (note 3)			
Address (notes 4 & 7)			
		Postcode	
I consent to act as secretary of the company named on page 1			
Signature		Date	

Delete if the form is signed by the subscribers.

		Date	25-7-88
Signature of agent on behalf of subscribers			

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

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

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

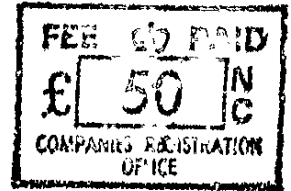
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

DATADVANCE LIMITED

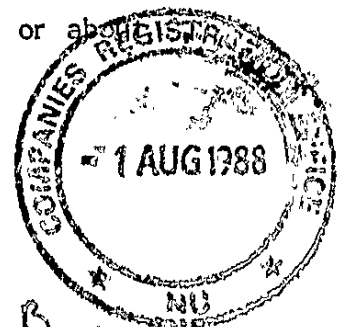


2285524

1. The Name of the Company is "Datadvance 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 business as manufacturers, builders and suppliers of and dealers in goods of all kinds, and as mechanical, general, electrical, marine, radio, electronic, aeronautical, chemical, petroleum, gas, civil and constructional engineers, and manufacturers, importers and exporters of and dealers in machinery, plant and equipment of all descriptions and component parts thereof, forgings, castings, tools, implements, apparatus and all other things.

(b) To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire, and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for the purpose of any of the businesses specified herein, or likely to be required by customers or other persons having, or about to have, dealings with the Company.



1.

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964/24
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(c) To carry on any trade or business whatsoever which can in the opinion of the Directors be conveniently or advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.

(d) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, shops, factories, offices, works, machinery, engines and to clear sites for the same or to join with any person, firm or company in doing any of the things aforesaid and to work, manage and control the same or join with others in so doing.

(e) To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.

(f) To acquire, undertake and carry on the whole or any part of the business, property and liabilities of any person firm or company carrying on any business which the Company is authorised to carry on or possess, or which may seem to the Company capable of being conveniently carried on or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights, or any property suitable for the purposes of the Company.

(g) To enter into any arrangements with any Government or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights,

privileges and concessions.

(h) To apply for, or join in applying for, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, registered designs, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting and testing and making researches, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

(i) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession, or otherwise with any company firm or person, or with any employees of the Company, including in such case if thought fit the conferring of a participation in the management or its directorate, or with any company firm or person carrying on or engaged in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to give to any such company firm or person special rights or privileges in connection with or control over this Company, and in particular the right to nominate one or more Directors of this Company, and to lend money to, guarantee the contracts of, or otherwise assist any such company, firm or person and to take or otherwise acquire shares or securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.

(j) To subsidise, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any persons, firms or companies and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others.

(k) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee, to guarantee by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital or by both such methods or by any other means whatsoever the performance of the obligations and the payment of any moneys (including but not limited to capital or principal, premiums, dividends or interest, commissions, charges, discount and any costs or expenses relating thereto whether on any stocks, shares or securities or in any manner whatsoever) by any company, firm or person including but not limited to any company which is for the time being the Company's holding company as defined by Section 736 of the Companies Act, 1985 or a subsidiary of the Company or of the Company's holding company as so defined or any company, firm or person who is for the time being a member or otherwise has any interest in the Company or is associated with the Company in any business or venture or any other person, firm or company whatsoever.

(l) To promote any company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.

(m) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company, and the issue of its capital, or for contributing to or assisting any person, firm or company either issuing or purchasing with a view to issue all or any part of the Company's capital in connection with the advertising or offering the same for sale or subscription, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or debenture stock.

(n) To remunerate any person, firm or company rendering service to the Company whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.

(o) Generally to purchase, take on lease or exchange, hire, or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

(p) To receive money on deposit upon such terms as the Company may approve.

(q) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.

(r) To lend money with or without security, but not to carry on the business of a registered money lender.

(s) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock,

perpetual or otherwise charged upon all or any of the Company's property (both present and future), including its uncalled capital, and to purchase, redeem or pay off any such securities.

(t) To remunerate any person, firm or company for services rendered or to be rendered, in placing, or assisting to place, or guaranteeing the placing or procuring the underwriting of any of the shares, debentures, or debenture stock, or other securities or obligations of the Company or of any company in which this Company may be interested or propose to be interested, or in or about the conduct of the business of the Company, whether by cash payment or by the allotment of shares, or securities of the Company credited as paid up in full or in part, or otherwise.

(u) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company having objects altogether or in part similar to those of this Company.

(v) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable and transferable instruments.

(w) To sell, lease, exchange, let on hire, or dispose of any real or personal property or the undertaking of the Company, or any part or parts thereof, for such consideration as the Company may think fit, and, in particular, for shares whether fully or partly paid-up, debentures or securities of any other company, whether or not having objects altogether, or in part, similar to those of the Company, and to hold and retain

any shares debentures or securities so acquired, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose of or turn to account or otherwise deal with all or any part of the property or rights of the Company.

(x) To adopt such means of making known the activities of the Company as may seem expedient, and in particular by advertising in the Press, by circulars, by purchase and of works of art or interest or any other thing likely to give publicity to the Company and the exhibition of all or any thereof, by publication of books and periodicals, and by granting prizes, rewards and donations.

(y) To support or subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its Directors, officers or employees, or the Directors, officers and employees of its predecessors in business, or of any subsidiary, allied or associated company, or which may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person (including any Directors or former Directors) who may have served the company or its predecessors in business, or any subsidiary, allied or associated company or to the wives, children or other relatives or dependants of such persons; to make payments towards insurance and to form and contribute to provident pension and benefit funds for the benefit of any Directors or officers of or persons employed by the Company, or of or by its predecessors in business, or of or by any subsidiary, allied or associated company, and to subsidise or assist any association of employers or employees, or any trade association.

(z) To establish and contribute to any scheme for the purchase or subscription by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase or subscribe for shares in the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with employees or any of them.

(aa) To obtain any Provisional Order or Act of Parliament, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purposes which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(bb) To establish, grant and take up agencies in any part of the world, and to do all such other things as the Company may deem conducive to the carrying on of the Company's business, either as principals, or agents and to remunerate any persons in connection with the establishment or granting of such agencies upon such terms and conditions as the Company may think fit.

(cc) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others and to procure the Company to be registered or recognised in any foreign country or place.

(dd) To distribute any of the property of the Company in specie among the shareholders,

(ee) To amalgamate with any other company having objects altogether or in part similar to those of this Company.

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

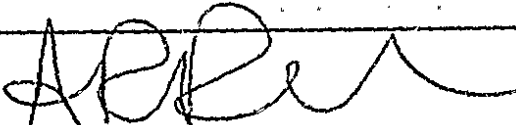
And it is hereby declared that the word "company" in this clause shall be deemed to include any person or partnership of other body of persons whether domiciled in the United Kingdom or elsewhere, and words denoting the singular number only shall include the plural number and vice versa, and so that the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be regarded as independent objects, and in no ways limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited.

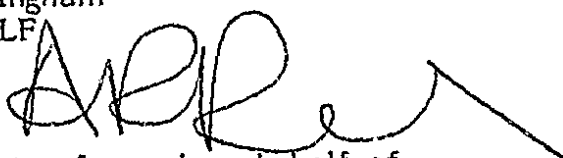
5. The Share Capital of the Company is £100 (One hundred pounds) divided up into One hundred shares of £1 (One pound) each.

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
---	---


Director for and on behalf of
WINDSOR HOUSE NOMINEES LIMITED
c/o Messrs. Needham & James
Windsor House
Temple Row
Birmingham
B2 5LF

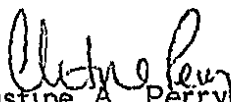
One


Director for and on behalf of
WINSEC LIMITED
c/o Messrs. Needham & James
Windsor House
Temple Row
Birmingham
B2 5LF

One

DATED the 25th day of July 1988

WITNESS to all the above Signatures


Christine A. Perry,
12 Princess Gardens,
Churchfield Avenue,
Tipton,
Dudley.
DY4 9NF

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

DATADVANCE LIMITED

PRELIMINARY

1. (a) In these Articles "Table A" means Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 and "the Act" means the Companies Act 1985.

(b) The clauses contained in Table A shall apply to the Company save in so far as they are excluded or modified hereby. The Clauses in Table A numbered 24, 64, 73, 74, 75, 80, 81 (e), 95 and 97 shall not apply and in addition to the remaining Clauses in Table A the following shall be the Articles of Association of the Company.

SHARES

2. The share capital of the Company is £100 (One hundred pounds) divided into 100 ordinary shares of £1 (One pound) each.

3. (a) The Directors are unconditionally authorised for the purposes of Section 80 of the Act to allot or otherwise dispose of or grant options over the Company's shares up to the

amount of the share capital created on the incorporation of the Company to such persons (including any Director), on such terms and conditions and at such time or times as the Directors may think fit, and with full power for the Directors to give to any person (including any Director) the call of any shares, either at par or at a premium, and for such time and for such consideration as the Directors may think fit at any time or times during the period of five years from the date of incorporation of the Company.

(b) Any shares which the Directors are not authorised to deal with by virtue of paragraph (a) above may, with the consent of the Company in General Meeting, be dealt with by the Directors who may allot or otherwise dispose of or grant options over such shares to such persons (including any Director), on such terms and conditions and at such time or times as the Directors may think fit, and with full power for the Directors to give to any person (including any Director) the call of any shares, either at par or at a premium, and for such time and for such consideration as the Directors may think fit at any time or times for a period not exceeding five years from the date of such consent

(c) Accordingly, by virtue of Section 91 of the Act, Sections 89(1), Sections 90(1) to (5) and Section 90(6) of the Act shall be excluded from applying to the Company.

4. The lien conferred by Clause 8 in Table A shall attach to fully paid shares 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 two or more joint holders.

NOTICE OF GENERAL MEETING

5. Every notice calling a General Meeting shall comply with the provisions of Section 372 (3) of the Act as to giving information to Members in regard to their right to appoint proxies.

TRANSFERS AND TRANSMISSIONS OF SHARES

6. (a) (i) Any Member may transfer or by Settlement settle or by Will bequeath any Shares held by him or her to or upon trust for a member or members of his or her family as hereinafter defined and in the case of such Settlement or Bequest the Shares so settled or bequeathed may be transferred to the Trustees of the Settlement or Will or to any beneficiary or beneficiaries thereunder, being a member or members of the family of the Settlor or Testator and any Shares of a deceased Member may be transferred by his legal personal representatives to any person entitled under Sections 46 and 47 of The Administration of Estates Act, 1925, as amended by the Intestates' Estates Act 1952, to share in the estate of the deceased Member; provided that such person is a member of the family of the deceased Member. For the purposes hereof, a member of the family of any Member shall include a wife, husband, son-in-law, daughter-in-law, father or mother (including adoptive father or mother) of such Member, or any direct lineal descendant of such father or mother, or an adopted child of such Member or such father or mother or any direct lineal descendant of

any such adopted child but no other person.

(ii) Where any Shares are held upon the trusts of any Deed or Will a transfer thereof may be made upon any change or appointment of new trustees to the new trustees thereof, unless the change is made in connection with the acquisition of any beneficial interest under such trusts by a person not a member of the family of the Settlor or Testator, but the Directors may require evidence to satisfy themselves of the facts in relation to such transfer.

(iii) A Share may at any time be transferred to any person Provided That the written consent of all the Members of the Company is given to such transfer.

(iv) A share may at any time be transferred by a corporate Member to:-

(A) a company formed to acquire the whole or a substantial part of the undertaking or assets of such corporate member; or

(B) its holding company or subsidiary (as such expressions are defined by Section 736 of the Act) for the time being or to any subsidiary of such holding company.

(b) The Directors may, in their absolute discretion and without assigning any reason therefor, refuse to register any transfer of Shares other than a transfer made pursuant to sub-Article (a) hereof. The Directors shall subject to sub-Article (c) hereof be obliged to register any transfer made pursuant to sub-Article (a) hereof.

(c) The Directors may refuse to register a transfer unless:-

- (i) it is lodged at the office or at such other place as the Directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer;
- (ii) it is in respect of only one class of shares; and
- (iii) it is in favour of not more than four transferees.

PROCEEDINGS AT GENERAL MEETINGS

7. The following words shall be added to the end of Clause 41 in Table A "and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum".

8. It shall not be necessary to give any notice of an adjourned meeting and Clause 45 in Table A shall be construed accordingly.

9. A poll may be demanded by any Member present in person or by proxy and Clause 46 in Table A shall be modified accordingly.

DIRECTORS

10. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than one. In the event of the minimum number of Directors fixed pursuant to the Articles of Association of the Company being one, a sole Director shall have authority to

exercise all the powers and discretions vested in the Directors generally.

11. A Director need not hold any shares of the Company to qualify him as a Director.

12. If any Director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a Board Meeting of the Directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.

13. A Director may vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, and if he does so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration and Clause 94 in Table A shall be modified accordingly.

14. A Director shall not retire by rotation and Clauses 76, 77 and 78 in Table A shall be modified accordingly.

15. A Director appointed to fill a casual vacancy or as an addition to the Board shall not retire from office at the Annual General Meeting next following his appointment and Clause 79 in Table A shall be modified accordingly.

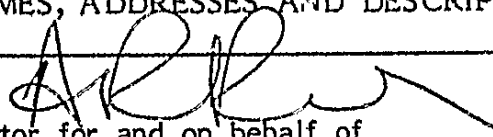
16. Without prejudice to the provisions of Section 303 of the Act the Company may by Extraordinary Resolution remove any Director before the expiration of his term of office. The company may by Ordinary Resolution appoint another person in

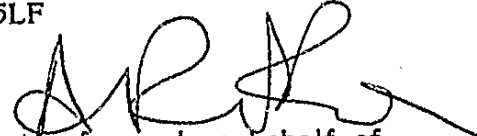
place of the Director so removed.

17. An alternate Director shall not be counted in reckoning the maximum number of Directors allowed by the Articles of Association for the time being. A Director acting as alternate shall have an additional vote at meetings of Directors for each Director for whom he acts as alternate and he shall count for himself and for each Director for whom he acts as alternate for the purpose of determining whether a quorum be present.

18. No person shall be or become incapable of being appointed a Director by reason of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.

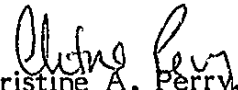
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS


Director for and on behalf of
WINDSOR HOUSE NOMINEES LIMITED
c/o Messrs. Needham & James
Windsor House
Temple Row
Birmingham
B2 5LF


Director for and on behalf of
WINSEC LIMITED
c/o Messrs. Needham & James
Windsor House
Temple Row
Birmingham
B2 5LF

DATED the 25th day of July 1988

WITNESS to all the above Signatures


Christine A. Perry,
12 Princess Gardens,
Churchfield Avenue,
Tipton,
Dudley.
DY4 9NF

Secretary

FILE COPY



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

No. 2285524

I hereby certify that

DATADVANCE LIMITED

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 9 AUGUST 1988

A handwritten signature in cursive script, appearing to read 'G.J. Stagg (Mrs)'. The signature is written in dark ink.

MRS. G.J. STAGG
an authorised officer