



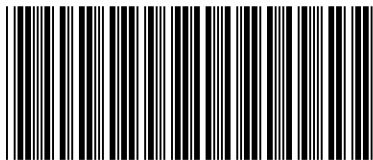
## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 4876259

The Registrar of Companies for England and Wales hereby certifies that  
TRACE BUSINESS SOLUTIONS LTD

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 22nd August 2003



N04876259G



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —



***Companies House***

— *for the record* —

Electronic statement of compliance  
with requirements on application  
for registration of a company  
pursuant to section 12(3A) of the  
Companies Act 1985

Company number

4876259

Company name

TRACE BUSINESS SOLUTIONS LTD

I,

ANGELA LOUISE CHEETHAM

of

KINDLE COTTAGE, CAWOOD  
SELBY  
UNITED KINGDOM  
YO8 3TU

a

person named as a secretary of the company in the  
statement delivered to the registrar of companies  
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section  
12(3A) of the Companies Act 1985

Statement:

I hereby state 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.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies  
electronically and authenticated in accordance with the registrar's  
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to  
criminal prosecution



**Companies House**

— for the record —

**10(ef)**

**First directors and secretary and  
intended situation  
of registered office**



XJM4ANPS

Received for filing in Electronic Format on the: **22/08/2003**

*Company Name  
in full:* **TRACE BUSINESS SOLUTIONS LTD**

*Proposed Registered  
Office:* **SUITE B, 29 HARLEY STREET  
LONDON  
UNITED KINGDOM  
W1G 9QR**

*memorandum delivered by an agent for the subscriber(s):* **Yes**

*Agent's Name:* **CHEETHAM ANGELA LOUISE**  
*Agent's Address:* **KINDLE COTTAGE, CAWOOD  
SELBY  
UNITED KINGDOM  
YO8 3TU**

***Company Secretary***

*Style/Title:* **MRS**  
*Name* **ANGELA LOUISE CHEETHAM**

*Address:* **KINDLE COTTAGE, CAWOOD  
SELBY  
UNITED KINGDOM  
YO8 3TU**

*Previous surname(s)* **FRANKLIN**

*Consented to Act:* **Y** *Date authorised* **22/08/2003** *Authenticated:* **Y**

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### *Director 1:*

*Style/Title:* **MR**  
*Name* **STEVEN GLENN CHEETHAM**

*Address:* **KINDLE COTTAGE, CAWOOD  
SELBY  
UNITED KINGDOM  
YO8 3TU**

*Nationality:* **BRITISH**  
*Business occupation:* **DIRECTOR**  
*Date of birth:* **05/09/1963**

*Consented to Act:* **Y**      *Date authorised* **22/08/2003**      *Authenticated:* **Y**

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### *Authorisation*

*Authoriser Designation:* **AGENT**   *Date Authorised:* **22/08/2003**   *Authenticated:* **Yes**

# The Companies Act 1985 to 1989

## Private Company Limited by Shares

### MEMORANDUM OF ASSOCIATION OF TRACE BUSINESS SOLUTIONS LTD

1. The Company's name is TRACE BUSINESS SOLUTIONS LTD
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are to carry on business as a general commercial company and to do all such things as are incidental to the carrying on of any trade or business by it.
4. The liability of the members is limited.
5. The Company's share capital is £ 1000 divided into 1000 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 and Addresses of Subscribers

## Shares Taken

Angela Louise Cheetham  
Kindle Cottage, Cawood  
Selby  
YO8 3TU

1

Steven Glenn Cheetham  
Kindle Cottage, Cawood  
Selby  
YO8 3TU

999

Total Shares Taken

1000

Dated : 22-8-2003

# REGULATIONS FOR MANAGEMENT OF A COMPANY LIMITED BY SHARES

The Companies Act 1985 (As amended by the Companies Act 1989).

## ARTICLES OF ASSOCIATION OF TRACE BUSINESS SOLUTIONS LTD

(a) Subject as hereinafter provided the regulations incorporated in Table A as set out in the schedule to the Companies (Table A to F) Regulations 1985 as amended hereinafter called "table A" shall apply to the Company.

(b) The Articles hereinafter contained, together with the regulations incorporated in Table A subject to their exclusion or modification hereinafter expressed, shall constitute the regulations of the Company.

### APPOINTMENT OF DIRECTORS

1. (a) Unless and until otherwise determined by the Company in general Meeting there shall be no maximum number of directors and the minimum number of directors shall be one. Whenever there shall be only one director of the company such director may act alone in exercising all the powers, discretions and authorities vested in the Directors and regulation 89 of Table A shall be modified accordingly.

(b) Regulation 64 of Table A shall not apply to the Company.

2. The Directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) of Table A shall not apply to the Company. other than alternate directors) shall not be subject to any maximum but shall be not less than one.

## LIST OF SUBSCRIBERS

Angela Louise Cheetham  
Kindle Cottage, Cawood  
Selby  
YO8 3TU

Steven Glenn Cheetham  
Kindle Cottage, Cawood  
Selby  
YO8 3TU

Dated : 22-8-2003