

FILE COPY



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

Company No. 4381003

The Registrar of Companies for England and Wales hereby certifies that
TOUCH ONE 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 25th February 2002



N043810036



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

4381003

Company Name in full **TOUCH ONE LIMITED**

I, **MARTIN HAYES**

of

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

M. Hayes

Declared at

1 LAUREL GARTH CLOSE

Day Month Year

On

1 9 02 2 0 0 2

† Please print name.

before me †

BRIAN HAYES

Signed

B. Hayes

Date

19.2.02

† 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.

MARTIN HAYES

1 LAUREL GARTH CLOSE

Tel **01246 454524**

DX number

DX exchange



A14
COMPANIES HOUSE

0588
22/02/02

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.**

CHWP000

Notes on completion appear on final page

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

Company Name in full

TOUCH ONE LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

1 LAUREL GARTH CLOSE

OLD WHITTINGTON

Post town

CHESTERFIELD

County / Region

DERBYSHIRE

Postcode

S41 9LZ

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

Address

Post town

County / Region

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.

MARTIN HAYES

1 LAUREL GARTH CLOSE

Tel **01246 454524**

DX number

DX exchange



A14
COMPANIES HOUSE

AS10Z8J5

0589
22/02/02

Form revised July 1998

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Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

* Voluntary details

Company name	TOUCH ONE LIMITED			
NAME	*Style / Title	MR	*Honours etc	BSC COMPUTING
Forename(s)	MARTIN PETER			
Surname	HAYES			
Previous forename(s)				
Previous surname(s)				
Address	1 LAUREL GARTH CLOSE			
Usual residential address	OLD WHITTINGTON			
For a corporation, give the registered or principal office address.	Post town	CHESTERFIELD		
	County / Region	DERBYSHIRE	Postcode	S41 9LZ
	Country	ENGLAND		

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

Consent signature



Date 19-02-02

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc	BSC COMPUTING
Forename(s)	MARTIN PETER			
Surname	HAYES			
Previous forename(s)				
Previous surname(s)				
Address	1 LAUREL GARTH CLOSE			
Usual residential address	OLD WHITTINGTON			
For a corporation, give the registered or principal office address.	Post town	CHESTERFIELD		
	County / Region	DERBYSHIRE	Postcode	S41 9LZ
	Country	ENGLAND		

Day Month Year

Date of birth

3 1 0 8 1 9 7 9

Nationality BRITISH

Business occupation

SOFTWARE CONSULTANT

Other directorships

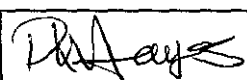
I consent to act as director of the company named on page 1

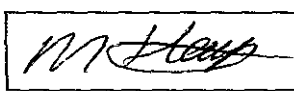
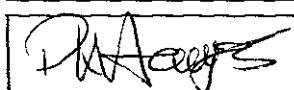
Consent signature



Date 19-02-02

• **Directors** (continued) (see notes 1-5)

NAME	*Style / Title	MR		*Honours etc						
* Voluntary details	Forename(s)	PHILLIP KEITH								
	Surname	HAYES								
	Previous forename(s)									
	Previous surname(s)									
Address	1 LAUREL GARTH CLOSE									
Usual residential address	OLD WHITTINGTON									
For a corporation, give the registered or principal office address.	Post town	CHESTERFIELD								
	County / Region	DERBYSHIRE		Postcode	S41 9LZ					
	Country	ENGLAND								
	Date of birth	Day	Month	Year		Nationality				
		0	5	0	2	1	9	7	3	BRITISH
	Business occupation	AIRLINE STEWARD								
	Other directorships									
	I consent to act as director of the company named on page 1									
	Consent signature				Date	19.2.02				

This section must be signed by	
Either	
an agent on behalf of all subscribers	Signed <input type="text"/> Date <input type="text"/>
Or the subscribers	
(i.e those who signed as members on the memorandum of association).	Signed  Date 19-2-02
	Signed  Date 19.2.02
	Signed <input type="text"/> Date <input type="text"/>
	Signed <input type="text"/> Date <input type="text"/>
	Signed <input type="text"/> Date <input type="text"/>
	Signed <input type="text"/> Date <input type="text"/>

100089

**THE COMPANIES ACT 1985
MEMORANDUM AND
ARTICLES OF ASSOCIATION**

Of

TOUCH ONE LIMITED

**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION**

Of

TOUCH ONE LIMITED

1. The name of the Company (hereinafter called "the Company") is
TOUCH ONE LIMITED
2. The registered office of the Company will be situated in England.
3. The objects of the Company are to provide technology products to the general public and any other organisations. The Company will also provide Web solutions and Software solutions to the general public and any other organisations. The Company will also carry on business as a general commercial company.
4. The liability of the Members is limited
5. If upon winding up or dissolution of the company there remains, after the satisfaction of all its debts and liabilities any funds or property whatsoever, the same shall be distributed amongst the shareholders
6. True accounts shall be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place, and of the credits and liabilities of the company; and, subject to any reasonable restrictions as to the time and manor of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being, such accounts shall be open to the inspection of the members.
7. The authorised share capital of the Company is £10 divided into two Ordinary Shares of £5 each, each with the power to increase or to divide the shares in 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 persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of the Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

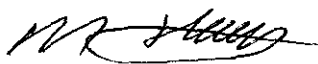
**Names, addresses and description
Of subscribers**

**Shares taken by each
subscriber**

Martin Peter Hayes
1 Laurel Garth Close
Old Whittington
Chesterfield
Derbyshire
S41 9LZ

ONE

Signature:



Phillip Keith Hayes
1 Laurel Garth Close
Old Whittington
Chesterfield
Derbyshire
S41 9LZ

ONE

Signature:

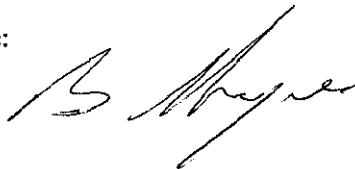


Dated: 19-2-02

Witness to the above signatures:

Brian Hayes
1 Laurel Garth Close
Old Whittington
Chesterfield
Derbyshire
S41 9LZ

Signature:



**THE COMPANIES ACTS 1985-1989
COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION OF
TOUCH ONE LIMITED**

PRELIMINARY

1. The company is a Private Company within the meaning of section 1(3) 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. Subject as hereinafter provided the regulations set out in Table "A" in the companies (Tables A to F) Regulations 1985 shall apply to this company.
2. The following Articles of Table "A" shall not apply to this Company, videlicet: - 40, 73, 74 and 75.

SHARE CAPITAL

3. Subject to the provisions of the Companies Act 1985 the Company shall have the 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 and in such manner as may be prescribed by these Articles.
4. Subject to the provisions of the Companies Act 1985 the Company may purchase its own shares including any redeemable shares.
5. Save as otherwise directed by the company in General Meeting, any new shares 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 numbers 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 any shares not accepted and any shares which, by the reason of the ratio which the shares to be issued bear to the shares held by persons entitles to an offer thereof, cannot, in the opinion of the Directors, conveniently be offered under Article, shall be at the disposal of the Directors who

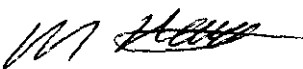
may allot, grant opinions over, or otherwise dispose of the same to such persons at such time and on such terms as they think proper.

SHARE CERTIFICATES

6. Every share certificate may, if the Company has a seal, be sealed with the seal, and shall otherwise be signed by a Director and the Secretary, or by two Directors and be expressed to be executed by the Company 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, and Article 6 of the Table A shall be modified accordingly.

Name and addresses and description of subscribers.

Martin Peter Hayes
1 Laurel Garth Close
Old Whittington
Chesterfield
Derbyshire
S41 9LZ

Signature: 

Date: 19-2-02

Phillip Keith Hayes
1 Laurel Garth Close
Old Whittington
Chesterfield
Derbyshire
S41 9LZ

Signature: 

Date: 19-2-02

Witness to the above signature:

Brian Hayes
1 Laurel Garth Close
Old Whittington
Chesterfield
Derbyshire
S41 9LZ

Signature: 

Date: 19.2.02