

The Companies Act 1985  
and  
The Companies Act 1989  
Company Limited by Shares

**Memorandum**  
  
and  
**Articles of Association**  
  
of  
**Eckoh Plc**

Incorporated on 12th September, 1997

Company No. 3435822

**THE COMPANIES ACTS 1985 to 1989**  
**PUBLIC COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**OF**

**ECKOH PLC**

1. The Company's name is ECKOH PLC<sup>1</sup>
2. The Company is to be a public company.
3. The Company's Registered Office is to be situated in England and Wales.
4. The Company's objects are:
  - (A) (i) To carry on business of the construction, installation, operation, running, maintenance and development of any telecommunications infrastructure and network whatsoever on a local, national or international basis; the design, development, installation, operation, management, maintenance and supply of any telecommunications services and service facilities or any related services whatsoever, whether by means of any telecommunications systems or networks operated by the Company or otherwise; the design, development, installation, operation, management, maintenance and supply of any speech recognition applications and services whatsoever; any activities related to telecommunications including the design of systems, as well as the development, manufacture, marketing, promotion, use, distribution, purchase, sale, leasing, rental and maintenance of telecommunications equipment and of any other means by means of which telecommunications services can be provided or used by any person; the development, installation, operation, management and maintenance of any satellite communications whatsoever, and the provision of access to such satellite communications to third parties; the development, installation, operation, management and maintenance of new services pursuant to technological developments in the field of telecommunications, broadcasting, computing, internet, security, surveillance, electronics and telemedicine as well as any other service that can be provided by a network of the Company or through any other network; to apply for and obtain any licences, consents, permissions and

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<sup>1</sup>The name of the Company was changed from Direct Network Publishing plc to 365 Corporation plc by resolution of the members at an Extraordinary General Meeting of the Company held on 21 July 1999.

The name of the Company was changed from 365 Corporation plc to Eckoh Technologies plc by resolution of the members at an Extraordinary General Meeting of the Company held on 21 May 2002.

The name of Company was changed from Eckoh Technologies plc to Eckoh plc by resolution of the members at a General Meeting of the Company held on 30 October 2006.

authorisations which may be necessary to effect any of the foregoing and to do all things necessary to obtain and maintain in full force and effect such licences, consents, permissions and authorisations; to enter into any contracts which may be necessary or desirable to effect any of the foregoing.

- (ii) To carry on business of multimedia promotions, advertising promotions, and media of all types; as press and public relations consultants, marketing, advertising and publicity agents and specialists, press, radio, media, screen and sports publicity agents, press cutting agents, railway and omnibus advertising contractors, sandwichboardmen, bill-posters, advertising consultants, artists, commercial artists, signwriters, designers and illustrators, draughtsmen, newspaper and magazine publishers, display specialists and contractors, window dressing specialists, sales consultants, specialists, business advisers and office organisers; to undertake market research surveys and schemes for the promotion of the sale of products of all kinds, exhibition promoters and organisers, consultant engineers, consultant electronic engineers and general consultants for the import, export, manufacture, wholesaling, retailing and dealing in articles and services of all kinds.
  - (iii) To carry on business as publishers, proprietors and printers of books, newspapers, journals, magazines, periodicals and other literary and journalistic works and publications of any description; as printers, stationers, lithographers, type founders, photographic printers, engravers, die-sinkers, bookbinders, designers, draughtsmen, paper and ink manufacturers and merchants, booksellers, advertising agents and contractors, billposters, bill posting and hoarding agents and owners, cardboard, wood and plain and fancy box makers, paper and cardboard manufacturers, owners of paper and pulp mills, wood and metal type and block makers; as carriers and transporters of all kinds, mail order salesmen, warehousemen, wholesalers, retailers, importers, exporters, brokers and agents for or distributors of goods and services of all kinds.
- (B) To carry on in any part of the world any other business or activity which may seem to the directors to be capable of being conveniently or advantageously carried on by the Company directly or indirectly to further facilitate the objects of the Company or to enhance the value of or render profitable any of the Company's property or assets or utilising its skills, know-how or expertise or otherwise to advance the interests of the Company or any of its members.
  - (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.
  - (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or any obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.
- (I) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and surety ships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- (J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.
- (K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (L) To invest and deal with the moneys of the Company not immediately required for the

purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

- (M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in full or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (S) To amalgamate with any other company whose objects are to include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid with or without winding up, or by sale or purchase (for fully or partly paid-up

shares or otherwise) of all or a controlling interest in the shares or stock of this or any such company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

- (T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (V) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

- 5. The liability of the members is limited.
- 6. \*The Company's share capital is £1,500,000 divided into 600,000,000 shares of 0.25 pence each.

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\*The share capital of the Company was increased from £250,000 divided into 25,000,000 shares of 1 pence each to £425,000 divided into 42,500,000 shares of 1 pence each by resolution of the members at an Extraordinary General Meeting of the Company held on 30 November 1998; it was further increased to £850,000 divided into 85,000,000 shares of 1 pence each by resolution of the members at an Extraordinary General Meeting of the Company held on 21 July 1999; it was further increased to £1,500,000 divided into 600,000,000 shares of 0.25 pence each by resolution of the members at the Annual General Meeting of the Company held on 18 November 1999. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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.

Name Address and Description Of Subscribers	Number of Shares Taken by each Subscriber
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Combined Nominees Limited, Victoria House, 64 Paul Street London EC2A 4NA	ONE
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Combined Secretarial Services Limited, Victoria House 64 Paul Street London EC2A 4NA	ONE
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Total Number Of Shares To Be Taken Up	TWO
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Dated the 12th day of September 1997

Witness to the above Signatures:

K.E. Bennett  
Crwys House  
33 Crwys Road  
Cardiff CF2 4YF

Formations Division