

THE COMPANIES ACTS 1948 TO 1981

Declaration of compliance with the requirements on application for registration of a company

Pursuant to section 3(5) of the Companies Act 1980

41a

Please do not write in this binding margin



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

*insert full name of company

For official use

Company number

[] [] [] [] [] []

1853894

Name of company

COMPASS COMMUNICATIONS LIMITED

I, INEZ MARY PEACH
of 19 KINGS HALL ROAD
BECKENHAM, KENT

do solemnly and sincerely declare that I am the Secretary

of COMPASS COMMUNICATIONS LIMITED

†Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

and that all the requirements of the Companies Acts 1948 to 1981 in respect of the registration of the said company and of precedent and incidental thereto 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 48 High Street
Beckenham, Kent

the 17th day of May

One thousand nine hundred and eighty four

before me [Signature]
A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Signature of Declarant

Inez Peach

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

Kent Company Formations Ltd.,
19 Kings Hall Road
Beckenham, Kent

For official use
New companies section

Post room

5/10/84
4/8/84

21.9.84

FEE PAID
£5000
COMPANIES
REGISTRATION

1853894/3

THE COMPANIES ACTS 1947 to 1981

COMPANY LIMITED BY SHARES

Kent Company Formations Limited
19 Kings Hill Road,
Rackham, Kent. BR3 1LT

MEMORANDUM OF ASSOCIATION OF

COMPASS COMMUNICATIONS LIMITED



1. The name of the Company is COMPASS COMMUNICATIONS 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 create, establish and maintain an organisation for the manufacture, marketing, export, import, introduction, sale, purchase, distribution or advertising of all and every type of telecommunication equipment, answering machines, cordless telephones, automatic re-dialing equipment and associated or related products as the Company may deem profitable and any other products, goods, wares, merchandise or services; cash and credit traders, insurance brokers and consultants, commodity and futures brokers, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, commission agents; to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to carry on business as general and electrical engineers and consultants, production planners, prototype planners and designers, draughtsmen and technicians, cable jointers, heating, lighting, radio and television engineers, designers, distributors, manufacturers and merchants of and dealers in mouldings, shapings, weldings, pressings, assemblies, repetition works and machined castings, metal founders, converters and moulders, millwrights, metallurgists, tube makers, tin-plate workers, sheet metal manufacturers, workers and dealers, tanners, galvanisers, platers, annealers and enamellers, motor, mechanical, telecommunication, electrical, heating, ventilating, structural and civil engineers, haulage and transport contractors and generally to deal in all things capable of being used in the foregoing businesses or any of them or which may be conveniently dealt with or are necessary with such businesses or are likely to be required by any of the customers of or persons having dealings with the Company.

(b) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any business which the Company is authorised to carry on or calculated to enhance the value of or render profitable any of the Company's properties or rights.

(c) To buy, sell, manufacture and deal in articles and things of all kinds which may be required for the purposes of or be commonly dealt in by persons engaged in any such business or required by workers and others employed by the Company.

(d) To purchase or otherwise acquire for any estate or interest any business, undertaking, property, assets or rights of any kind, patents, patent rights, inventions and concessions and to develop and turn to account and deal with the same in such manner as may be thought expedient.

(e) To sell, exchange, lease, grant licences and other rights over or otherwise deal with or dispose of the undertaking and all or any part of the property of the Company for such consideration as may be thought fit and in particular for stocks or shares (whether fully paid up or not) or any securities of any other Company.

(f) To enter into partnership or into any arrangement for sharing profits, union of interests, joint venture, co-operation, amalgamation, reciprocal concessions or for any other purpose with any corporation, firm or person carrying on or about to carry on any business which this Company is authorised to carry on.

(g) To give credit to customers of the Company and others, to lend money with or without security and to guarantee the contracts or obligations of or the capital or principal of and the dividends or interest on any stock, shares or securities of any corporation, firm or person.

(h) To invest moneys of the Company not immediately required in such manner as may from time to time be determined and to hold, sell or otherwise deal with such investments.

(i) To borrow or raise or secure the payment of money in such manner and on such terms as the Directors may deem expedient and in particular by the issue of bonds, debentures or debenture stock perpetual or redeemable or by mortgage, charge or lien upon the whole or any part of the property of the Company, present or future, including uncalled capital.

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

(k) To promote or assist in promoting or contract with any person or company for the promotion of any other company or business whatsoever.

(l) To underwrite, subscribe for, conditionally or unconditionally purchase or otherwise acquire and to hold, dispose of and deal in the stocks, shares and securities of any other company.

(m) To distribute any property of the Company amongst the members of the Company in specie.

(n) To establish and maintain or procure the establishment and maintenance of any pension or superannuation fund (whether contributory or otherwise) for the benefit of and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid may be interested and the husbands, wives, widowers, widows, families and dependants of any such persons.

(o) To apply for, promote and obtain any Act of Parliament and any order or sanction of any authority, national, local, municipal or otherwise for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or any extension of its powers or for any other purpose which may seem expedient and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the Company or its objects.

(p) To do whatever may be necessary or expedient to procure the Company to be registered or incorporated as a body politic or corporate or otherwise to establish for the Company a legal domicile or representation and to enable the affairs and operations of the Company to be effectively carried on in any part of the world.

(q) To carry out all or any of the foregoing objects in any part of the world and either as principals, agents, contractors, trustees or otherwise.

(r) To do all such other things as may be considered conducive to the foregoing objects or any of them.

AND it is hereby declared that the word "company" in this clause except where used in reference to this Company shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere and 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 and shall not be in anywise 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 divided into 100 Ordinary 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.

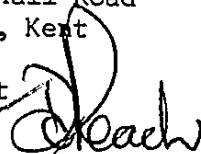
Names, addresses and descriptions of
Subscribers

Number of
shares taken
by each
Subscriber

Derek Arthur Peach
19 Kings Hall Road
Beckenham, Kent

One

Accountant



Inez Mary Peach
19 Kings Hall Road
Beckenham, Kent


One

Company Secretary



Dated: 17.5.1984

Witness to the above Signatures:


Philip Douglas Major
41 Girton Road
Sydenham, London

Civil Servant

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

COMPASS COMMUNICATIONS LIMITED

PRELIMINARY

1. The Regulations contained or incorporated in Table A in the first Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1981 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save in so far as they are excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

ALLOTMENT OF SHARES

2. (a) After the initial allotment of shares by the Directors any further shares proposed to be issued shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the Members. In accordance with Section 17(9) of the Companies Act 1980 subsections (1), (6) and (7) of the said Section 17 shall be excluded from applying to the Company.

(b) Subject to the preceding paragraph of this Article the Directors are generally and unconditionally authorised for the purposes of Sections 14 of the Companies Act 1980 to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time be renewed or varied by Ordinary Resolution.

SHARES

3. The lien conferred by Regulation 11 in Table A shall attach also to fully paid-up shares and the Company shall also have a first and paramount lien on all shares whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company, and Regulation 11 in Table A shall be modified accordingly.

GENERAL MEETINGS AND RESOLUTIONS

4. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act 1948 as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditor for the time being of the Company.

5. The resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such members.

Clause 73A in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

6. (a) Clause 75 in Table A shall not apply to the Company.

(b) The number of Directors shall be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one.

(c) The Directors shall not be required to retire by rotation and accordingly

(i) Clause 89, 90, 91, 92 and 94 in Table A shall not apply to the Company; and

(ii) Clause 95 in Table A shall be ended at the words "shall then be eligible for re-election" and the succeeding words shall not apply to the Company; and

(iii) Clause 97 in Table A shall be ended at the words "additional director" and the succeeding sentence shall not apply to the Company.

BORROWING POWERS

7. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and subject to Section 14 of the Companies Act 1980 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.

POWERS AND DUTIES OF DIRECTORS

8. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Companies Acts 1948 to 1981 or by these Regulations required to be exercised by the Company in General Meeting subject nevertheless to any of these Regulations to the provisions of the Companies Acts 1948 to 1981 and to such regulations being not inconsistent with the aforesaid Regulations or provisions as may be prescribed by the Company in General Meeting but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

9. 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 shall so vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration and Regulation 84 in Table A shall be modified accordingly.

ADDITIONAL POWERS

10. Subject to the provisions of Part III of the Companies Act 1981 the company may

(a) purchase its own shares (including any redeemable shares);

(b) issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholders.

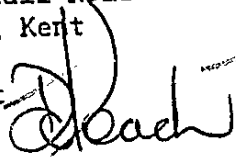
TRANSFER OF SHARES

11. A transfer of a fully paid share need not be executed by or on behalf of the transferee and Regulation 22 in Table A shall be modified accordingly.

Names, addresses and descriptions of Subscribers

Derek Arthur Peach
19 Kings Hall Road
Beckenham, Kent

Accountant




Inez Mary Peach
19 Kings Hall Road
Beckenham, Kent

Company Secretary



Dated: 17.5.1984

Witness to the above Signatures:



Philip Douglas Major
41 Girton Road
Sydenham, London

Civil Servant

1



THE COMPANIES ACTS 1948 TO 1976

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

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not write in this binding margin



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

Company number

1853894/5

Name of Company

COMPASS COMMUNICATIONS
Limited*

* delete if inappropriate

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

19 Kings Hall Road
Beckenham, Kent

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

Kent Company Formations Limited
19 Kings Hall Road
Beckenham, Kent

If the spaces provided on page 2 are insufficient and use has been made of continuation sheets (see note 1), please enter in the box opposite the number of continuation sheets which form part of this statement

--

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

Kent Company Formations
 Limited
 19 Kings Hall Road
 Beckenham, Kent

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 are as follows:

Please do not write in this binding margin



Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948.

Name (note 2)	Derek Arthur Peach	Business occupation	Accountant
Former name(s) (note 3)		Nationality	British
Address (note 4)	19 Kings Hall Road Beckenham, Kent	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)	Kent Company Formations Limited P & E Secretaries Limited		
I hereby consent to act as director of the company named on page 1			
Signature	<i>Derek Peach</i>	Date	17.5.1984

Please do not write in this binding margin



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:

Important
The particulars to be given are those referred to in section 21(2)(b) of the Companies Act 1976 and section 200(3) of the Companies Act 1948.

Name (notes 2 & 7)	Inez Mary Peach
Former name(s) (note 3)	
Address (notes 4 & 7)	19 Kings Hall Road Beckenham, Kent
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>Inez Peach</i> Date 17.5.1984

Signed by or on behalf of the subscribers of the memorandum*

* as required by section 21(3) of the Companies Act 1976

Signature *Inez Peach* [Agent] Date 17.5.1984

Kent Company Formations Limited
19 Kings Hall Road,
Beckenham, Kent. BR3 1LT

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No.

1853894

I hereby certify that

COMPASS COMMUNICATIONS LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,

Cardiff the

9TH OCTOBER 1984

A.K. Phillips
MRS. A.K. PHILLIPS
an authorised officer



Notice of accounting reference date



Pursuant to section 2(1) of the Companies Act 1976

Please do not write in this binding margin



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

To the Registrar of Companies

For official use

Company number

9

1853894

Name of company

COTIPLAS COMMUNICATIONS Limited*

*delete if inappropriate

hereby gives you notice in accordance with subsection (1) of section 2 of the Companies Act 1976 that the accounting reference date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Please mark X in the box below if a public company

Important The accounting reference date to be entered alongside should be completed as in the following examples:

Day Month 28 02

31 March

Day Month 31 03

5 April

Day Month 05 04

31 December

Day Month 31 12

† delete as appropriate

Signed [Signature] [Director] [Secretary]† Date 6-2-85

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

For official use General Section Post room 15 FEB 1985 OFFICE



The London Law Agency Limited

Company Registration Agents, Printers and Publishers

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

Tel: 01-353 9471 (10 lines)

57101
4/8

21.9.84



1853894/3

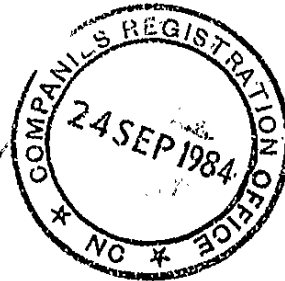
THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

Kent Company Formations Limited
19 Kings Hill Road,
Beckenham, Kent. BR3 1JY

MEMORANDUM OF ASSOCIATION OF

COMPASS COMMUNICATIONS LIMITED



1. The name of the Company is COMPASS COMMUNICATIONS LIMITED.
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(q) To carry out all or any of the foregoing objects in any part of the world and either as principals, agents, contractors, trustees or otherwise.

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AND it is hereby declared that the word "company" in this clause except where used in reference to this Company shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere and 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 and shall not be in anywise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

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Names, addresses and descriptions of
Subscribers

Number of
shares taken
by each
Subscriber

Derek Arthur Peach
19 Kings Hall Road
Beckenham, Kent

One

Accountant



Inez Mary Peach
19 Kings Hall Road
Beckenham, Kent


One

Company Secretary



Dated: 17.5.1984

Witness to the above Signatures:


Philip Douglas Major
41 Girton Road
Sydenham, London

Civil Servant

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

COMPASS COMMUNICATIONS LIMITED

PRELIMINARY

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ALLOTMENT OF SHARES

2. (a) After the initial allotment of shares by the Directors any further shares proposed to be issued shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the Members. In accordance with Section 17(9) of the Companies Act 1980 subsections (1), (6) and (7) of the said Section 17 shall be excluded from applying to the Company.

(b) Subject to the preceding paragraph of this Article the Directors are generally and unconditionally authorised for the purposes of Sections 14 of the Companies Act 1980 to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time be renewed or varied by Ordinary Resolution.

SHARES

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Clause 73A in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

6. (a) Clause 75 in Table A shall not apply to the Company.

(b) The number of Directors shall be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one.

(c) The Directors shall not be required to retire by rotation and accordingly

(i) Clause 89, 90, 91, 92 and 94 in Table A shall not apply to the Company; and

(ii) Clause 95 in Table A shall be ended at the words "shall then be eligible for re-election" and the succeeding words shall not apply to the Company; and

(iii) Clause 97 in Table A shall be ended at the words "additional director" and the succeeding sentence shall not apply to the Company.

BORROWING POWERS

7. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and subject to Section 14 of the Companies Act 1980 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.

POWERS AND DUTIES OF DIRECTORS

8. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Companies Acts 1948 to 1981 or by these Regulations required to be exercised by the Company in General Meeting subject nevertheless to any of these Regulations to the provisions of the Companies Acts 1948 to 1981 and to such regulations being not inconsistent with the aforesaid Regulations or provisions as may be prescribed by the Company in General Meeting but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

9. 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 shall so vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration and Regulation 84 in Table A shall be modified accordingly.

ADDITIONAL POWERS

10. Subject to the provisions of Part III of the Companies Act 1981 the company may

- (a) purchase its own shares (including any redeemable shares);
- (b) issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholders.

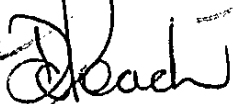
TRANSFER OF SHARES

11. A transfer of a fully paid share need not be executed by or on behalf of the transferee and Regulation 22 in Table A shall be modified accordingly.

Names, addresses and descriptions of Subscribers

Derek Arthur Peach
19 Kings Hall Road
Beckenham, Kent

Accountant




Inez Mary Peach
19 Kings Hall Road
Beckenham, Kent

Company Secretary



Dated: 17.5.1984

Witness to the above Signatures:



Philip Douglas Major
41 Girton Road
Sydenham, London

Civil Servant



THE COMPANIES ACTS 1948 TO 1976

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

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not write in this binding margin



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

Company number

1853894/5

Name of Company

COMPASS COMMUNICATIONS
Limited*

*delete if inappropriate

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

19 Kings Hall Road
Beckenham, Kent

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

Kent Company Formations Limited
19 Kings Hall Road
Beckenham, Kent

If the spaces provided on page 2 are insufficient and use has been made of continuation sheets (see note 1), please enter in the box opposite the number of continuation sheets which form part of this statement

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

Kent Company Formations Limited
19 Kings Hall Road
Beckenham, Kent

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 are as follows:

Please do not write in this binding margin



Name (note 2)	Derek Arthur Peach	Business occupation	Accountant
Former name(s) (note 3)		Nationality	British
Address (note 4)	19 Kings Hall Road Beckenham, Kent	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)	Kent Company Formations Limited P & E Secretaries Limited		
I hereby consent to act as director of the company named on page 1			
Signature	<i>D. Peach</i>	Date	17.5.1984

Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948.

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 binding margin

Name (notes 2 & 7)	Inez Mary Peach
Former name(s) (note 3)	
Address (notes 4 & 7)	19 Kings Hall Road Beckenham, Kent
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>Inez Peach</i> Date 17.5.1984

Important
The particulars to be given are those referred to in section 21(2)(b) of the Companies Act 1976 and section 200(3) of the Companies Act 1948.

Signed by or on behalf of the subscribers of the memorandum*

* as required section 21(3) the Companies Act 1976

Signature *Inez Peach* [Agent] Date 17.5.1984

Kent Company Formations Limited
19 Kings Hall Road,
Beckenham, Kent. BR3 1LT

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No.

1853894

I hereby certify that

COMPASS COMMUNICATIONS LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,

Cardiff the

9TH OCTOBER 1984

A. K. Phillips
MRS. A. K. PHILLIPS
an authorised officer



Notice of accounting reference date



Pursuant to section 2(1) of the Companies Act 1976

Please do not write in this binding margin



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

To the Registrar of Companies

For official use

Company number

Official use box containing the number 9

Company number box containing 1853894

Name of company

Company name box containing COMPASS COMMUNICATIONS Limited*

*delete if inappropriate

hereby gives you notice in accordance with subsection (1) of section 2 of the Companies Act 1976 that the accounting reference date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Important The accounting reference date to be entered alongside should be completed as in the following examples:

Please mark X in the box below if a public company



Day Month

Day Month box containing 28 02

31 March

Day Month box containing 31 03

5 April

Day Month box containing 05 04

31 December

Day Month box containing 31 12

† delete as appropriate

Signed [Signature] [Director] [Secretary] † Date 6-2-85

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

Official use box with General Section and Post room labels, and a circular stamp: COMPANIES REGISTRATION M 15 FEB 1985 14 OFFICE



The London Law Agency Limited

Company Registration Agents, Printers and Publishers

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