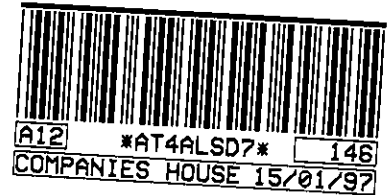


**THE COMPANIES ACT 1985****PRIVATE COMPANY LIMITED BY SHARES****MEMORANDUM AND ARTICLES OF ASSOCIATION****- OF -****ADVICE SERVICES INFORMATION LIMITED**

1. The name of the Company is "ADVICE SERVICES INFORMATION LIMITED."
2. The Registered Office of the company will be situated in England.
3. The objects for which the Company is established are:-
  - (a) To carry on anywhere such trades, businesses, ventures in the nature of trade and promotions of all kinds as are, in the opinion of the Director or Directors from time to time calculated to procure gains for the purposes of paying the same to or for the charity called the National Association of Citizens Advice Bureaux for its general charitable purposes and so to pay such gains at such times and after making such retention for the purposes of the Company's continued trade and development by means of such arrangements as the Director or Directors shall from time to time resolve upon provided that should the said National Association of Citizens Advice Bureaux be wound up or (in the opinion of the Director or Directors for the time being) cease to actively fulfill the purposes for which it is in being or comes into being then he or they may divert the payment of such gains to such other charity as they shall think fit for any of the purposes aforesaid.
  - (b) To carry on any other business which in the opinion of the Director or Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any property of the Company or to further any of its objects.
  - (c) To carry on the business of the giving of legal and other advice and assistance and provision of information and training utility offering information and training media and services and the business of a computer utility organisation, offering computerised accounting, financial systems and reporting services and to act as advisers, consultants, organisers and implementers of information and training media and systems and services and of computerised systems and services and all other mechanised information and training media and accounting and financial systems and services connected with the promotion,

arrangement, design, programming, production and compilation of information and training media and systems, data processing, and to provide specialised training and preparation in relation to all matters pertaining thereto, and to carry out, undertake, organise and provide facilities for financial and tax counselling and to undertake experimental work with prototypes, systems and programmes, computers and peripheral equipment and other mechanical systems and devices; to carry on all or any of the businesses of manufacturers, designers, installers, maintainers, importers, exporters, hirers, leasing agents, licensors and dealers in information and training media and services and computer time sharing, data processing, peripheral, mechanical and other such equipment and in computer programming techniques, systems and devices, and in financial and all other information and training media and accounting systems and services in commercial appliances, accessories and utensils of every description; electronic, electrical and general engineers, stationers, printers, publishers, advertising agents and contractors, office furnishers, storekeepers, general merchants and traders; and to manufacture, buy sell, lease, rent or licence and deal in all materials, equipment and technology necessary or useful for carrying on the foregoing businesses or any of them, or likely to be required by customers of, or persons having dealings with the Company.

- (d) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (e) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, licence, accept surrenders of and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (f) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company, as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (g) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (h) To sell, let, licence, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as

the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.

- (l) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.
- (j) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (k) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangements with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them.
- (l) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (m) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants and other negotiable documents.
- (n) To purchase, subscribe for, or otherwise acquire and hold shares, stock or other interests in, or obligations of any other company or corporation.
- (o) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (p) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (q) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (r) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the

Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such person.

- (s) To remunerate the Directors of the Company in any manner the Company may think fit, and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (t) To distribute any property of the Company in specie among the members.
- (u) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.