

*The COMPANIES ACTS 1985 to 1989  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF  
CRANEWARE PLC  
COMPANY NUMBER :SC169331*

1. The name of the Company is CRANEWARE PLC.
2. The Company is to be a public limited company.
3. The Registered Office of the Company shall be situate in Scotland.
4. The objects for which the Company is established are :-
  - i) To carry on at any place or places in Great Britain or elsewhere throughout the world , all or any of the trades or businesses of developers and manufacturers of computer software and hardware and providers of similar services.
  - ii) To act as advisers and consultants in the area of software development and implementation.
  - iii)To acquire land and buildings for occupation, refurbishment or development.
  - iv)To enter into any partnerships, joint ventures and other business relationships with the object of furthering the other objects of the company
  - v) To acquire or establish and carry on any other business which may seem to the company capable of being conveniently carried on in connection with the above or calculated either directly or indirectly to enhance the value of or render profitable, any of the Company's property, rights or assets.
  - vi) To purchase or by other means acquire and protect, prolong and renew whether in Great Britain or elsewhere, any patents, patent rights, brevets d'invention, licenses, protections, copyrights, registered designs, unregistered designs, trade mark protections, concessions or the like of any kind or description which may appear likely or advantageous or useful to the Company ; to disclaim, alter or modify the same, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and improving or seeking to improve any patents, inventions, rights or processes which the Company may acquire or propose to acquire.
  - vii) To invest and deal with the funds of the Company not immediately required in such manner as may from time to time be determined but not in the purchase of or upon the security of its own shares (except as may be permitted by, and then within the terms of Sections 42 to 52 of the Act of 1981), and from time to time to vary any such investments.
  - viii) To lend money generally and in particular to lend money to companies or persons

owing or engaged in carrying on any business connected with the Company's business, or to others being customers or clients of or having dealings with the Company, upon security of their undertakings, property, estate, assets and effects, or any part thereof, or without security and generally upon such terms and conditions as the Directors shall deem expedient; and to guarantee the payment of monies and the performance of contracts by such persons.

ix) To borrow or raise money without limit as to amount and with or without security, or to secure the repayment thereof or the observance of obligations, in such a manner and on such terms as may seem expedient, including the issue of bonds, bills, promissory notes, mortgages, redeemable shares, debentures or debenture stock, perpetual or otherwise and charged or not charged upon the whole or any part of the property of the Company including its heritable property and its uncalled capital for the time being and that at such rate of interest and repayable in such manner as may be deemed expedient and to renew, re-issue, redeem or pay off any such securities.

x) To purchase or otherwise acquire the whole or any part of the business, property and liabilities of any company, partnership or individual carrying on any business which the Company is authorised to carry on, or possessed of property or rights suitable for the purposes of the Company and to pay therefor in cash or in shares, stock or debentures, or any other securities of the Company, or partly in any of such modes and generally on such terms as the Directors may approve.

xi) To enter into partnership or amalgamation or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concessions, or otherwise, with any person, firm or company, carrying on or engaged in, or about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to lend money to, guarantee the contract of, or invest in or take or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue with or without guarantee, or otherwise deal with the same.

xii) To subscribe for, purchase, take or otherwise acquire and hold shares, stock, debentures or other securities of, or interests in any other firm or company whether British, Colonial or foreign.

xiii) To promote any company or companies for the purpose of acquiring all or any property, rights, and liabilities of the Company, or for the purpose of carrying on any business which the company is authorised to carry on or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

xiv) To purchase, feu, take on lease or in exchange, hire or otherwise acquire any property, heritable or moveable, real or personal and any rights or privileges which the Company think necessary or convenient for the purpose of its business.

xv) To establish branches and appoint agents to assist in the conduct or extension of the business of the Company, and to regularise and discontinue the same.

xvi) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or

transferring instruments.

xvii) To sell, feu, exchange, assign, lease, sub-let, take down, rebuild, alter, reconstruct, mortgage, charges, hire, convert, turn to account and generally otherwise deal with and dispose of the whole or any part of the business, estate, property, assets, heritable and moveable, real and personal, rights of all kinds and descriptions, of the Company in such a manner and for such consideration as the Company may think fit and in particular for cash, shares, debentures, securities or otherwise as the Company may think fit.

xviii) To distribute among the members in kind any property of the Company or any proceeds of the 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.

xix) To insure the Company against any loss and damage by fire, accident or otherwise howsoever, and that by effecting insurance with outsiders or by establishing and accumulating any fund for the purpose or otherwise.

xx) To indemnify and secure any person or company against debt or liability incurred by him or them, or undertaken by him or them for behoof of the Company, or against any costs, losses or expenses in connection with any of the affairs or business of the Company and to issue to any person or company by way of indemnity or security any shares or to grant in his or their favour or give him or them any securities which the Company has power to issue, grant or give.

xxi) To apply any of the funds of the Company in or towards establishing or in support of any fund, institute, or convenience intended for the benefit of any person in the employment of the Company (including salaried Directors in the permanent or part-time employment of the Company) or for the benefit of the families of such persons and to make payments towards insurance of and to grant pensions or gifts or bonuses to employees (including Directors as aforesaid) or their relatives and to join in any public or local subscription for any charitable, religious, patriotic, benevolent, public or other purposes.

xxii) To pay for any property or business or services rendered or to be rendered in money, shares, debentures, or in any other consideration which the Company thinks fit.

xxiii) To alter from time to time by resolution the Memorandum and Articles of the Company or either of them in terms of the powers to that effect conferred by law.

xxiv) To do all or any of the above things and to exercise all or any of the powers conferred by any parts of this Clause in any part of the world and to do so as Principals, Agents, Contractors, Trustees and otherwise and by or through the agency or medium of any person or company and by or through Trustees or otherwise and either alone or in conjunction with others.

xxv) To do all such other things as are or may be deemed by the Company to be incidental or conducive to the attainment of any of the objects of the Company; Declaring that objects specified in each of the paragraphs of this Clause shall be regarded as independent objects and accordingly shall, except where otherwise expressed in such paragraph, be in no wise limited or restricted by reference to or

inference from the terms of any other paragraph or the name of the Company; that in this Memorandum words denoting the singular number shall include the plural number and vice versa, words denoting the masculine gender shall include the feminine gender and the word "Company" except where used in reference to this Company shall be deemed to include any partnership or other body of persons whether incorporated or unincorporated and wherever situated or carrying on business.

4. The liability of the members is limited.
5. The Share Capital of the Company is £100,000 divided into 100,000 Ordinary Shares of £1.00 each.\*

WE, the several persons whose names, addresses and descriptions 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 SHARE TAKEN BY EACH SUBSCRIBER
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Subscriber :  
Address :

1

Subscriber :  
Address :

1

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\* The Share Capital of the Company was amended:  
 by a resolution dated 29 September 1999 to £100,000 divided into 10,000,000 shares of £0.01 each;  
 by a resolution dated 7 December 2000 to £100,000 divided into 19,639 A Ordinary Shares of £0.01 each and 9,980,361 Ordinary Shares of £0.01 each;  
 by operation of the Articles of Association of the Company on 4 March 2005 to £100,000 divided into 7,132 Category "A" Member Shares of £0.01 each, 19,639 A Ordinary Shares of £0.01 each and 9,973,229 Ordinary Shares of £0.01 each;  
 by a resolution dated 9 May 2006 to £100,005.087 divided into 7,132 Category "A" Member Shares of £0.01 each, 19,639 A Ordinary Shares of £0.01 each, 9,973,229 Ordinary Shares of £0.01 each and 5,087 Incentive Shares of £0.001 each;  
 by a resolution dated 6 September 2007 to £500,000 divided into 4,478,700 A Ordinary Shares of £0.01 each, 43,381,191 Ordinary Shares of £0.01 each, 2,139,600 Category "A" Member Shares of £0.01 each and 5,090 Incentive Shares of £0.001 each.

Dated :

Name, address and description of witness to the above signatures :