

Company Number [ **3911357** ]

THE COMPANIES ACT 1985  
PUBLIC COMPANY LIMITED BY SHARES

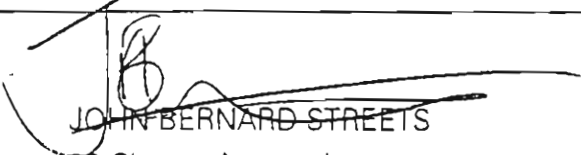

**MEMORANDUM OF ASSOCIATION**

of

**FOCUS SOLUTIONS GROUP plc**

- 1 The Company's name is "**FOCUS SOLUTIONS GROUP plc**".
- 2 The Company is to be a public company.
- 3 The Company's Registered Office is situated in England and Wales.
- 3.1 The Company's objects are to carry on business as a general commercial company.
- 4 The liability of the Members is limited.
- 5 The share capital of the Company is £4,000,000 (four million pounds) divided into 40,000,000 (forty million) ordinary shares of 10p (ten pence) each.

WE, the subscribers to this Memorandum, 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 out opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS	NO. OF SHARES TAKEN BY EACH SUBSCRIBER
 JOHN BERNARD STREETS 28 Charter Approach Tudor Place Warwick, CV34 6AE  Managing Director	ONE
 WILLIAM ROBERT HULL Lyttleton House Lye Green Claverdon Warwick, CV35 8LP  Chartered Accountant	ONE

DATED 17 January 2000

WITNESS to the above signatures:



Name: Balje Chohan

Address: RUICHO HOUSE  
148 EDMUND STREET  
BIRMINGHAM  
B3 2JR

Occupation: SOLICITOR