

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5514098

The Registrar of Companies for England and Wales hereby certifies that

STRATEGIC COMMUNICATION LABORATORIES LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, London, the 20th July 2005



N05514098J



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Declaration on application for registration

Please complete in typescript,
or in bold black capitals.
CHFP010.

Company Name in full

	5514098
	STRATEGIC COMMUNICATION LABORATORIES LIMITED
I,	LYNDA SPENCER, SIGNING ON BEHALF OF SDG SECRETARIES LTD
of	41 CHALTON STREET, LONDON NW1 1JD

† Please delete as appropriate

do solemnly and sincerely declare that I am a † ~~Solicitor engaged in the formation of the company~~ [person named as ~~director or~~ secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at	41 CHALTON STREET, LONDON NW1 1JD

	Day	Month	Year
on	2	0	7
	2	0	0
			5

● Please print name

● before me

ROBERT KING

Signed

	Date 20/07/2005
--	------------------------

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

STANLEY DAVIS GROUP LIMITED
41 CHALTON STREET, LONDON NW1 1JD
Tel 0207 554 2258
DX number 2103 DX exchange EUSTON



When you have completed and signed the form please send it to the Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
 for companies registered in England and Wales
 or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
 for companies registered in Scotland **DX 235 Edinburgh**

First directors and secretary and intended situation of registered office

Please complete in typescript, or in bold black capitals.

CHFP010

Notes on completion appear on final page

Company Name in full

5514098

STRATEGIC COMMUNICATION LABORATORIES LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Post town

County / Region

30 FARRINGDON STREET
LONDON
EC4A 4HJ

If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address.

Agent's Name

Address

Post town

County / Region

STANLEY DAVIS GROUP LIMITED
41 CHALTON STREET
LONDON
NW1 1JD

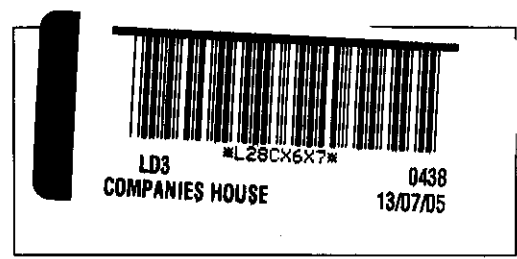
Number of continuation sheets attached

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Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

STANLEY DAVIS GROUP LIMITED, 41 CHALTON STREET,
LONDON, NW1 1JD
Tel: 020 7554 2222
Fax: 020 7554 2201
DX number 2103 DX exchange EUSTON

When you have completed and signed the form please send it to the Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**



Company Secretary (See notes 1-5)

Company name STRATEGIC CGMMUNICATION LABORATORIES LIMITED

Name * Style / Title * Honours etc

* Voluntary details.

Forename(s)

Surname SDG SECRETARIES LIMITED

Previous forename(s)

Previous surname(s)

Address 41 CHALTON STREET

Usual residential address

For a corporation, give the registered or principal office address.

Post town LONDON

County / Region Postcode NW1 1JD

Country

I consent to act as secretary of the company named on page 1

Consent signature Date 12/7/05

Directors (see notes 1-5)

Please list directors in alphabetical order

p.p. SDG Secretaries Limited

Name * Style / Title * Honours etc

Forename(s)

Surname SDG REGISTRARS LIMITED

Previous forename(s)

Previous surname(s)

Address 41 CHALTON STREET

Usual residential address

For a corporation, give the registered or principal office address.

Post town LONDON

County / Region Postcode NW1 1JD

Country

Day Month Year

Date of Birth Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

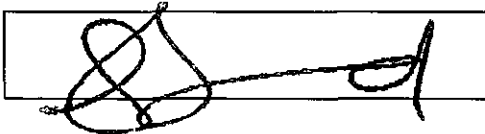
Consent signature Date 12/7/05

p.p. SDG Registrars Limited

Directors (continued) (see notes 1-5)

* Voluntary details.	Name	* Style / Title		* Honours etc	
		Forename(s)			
		Surname			
		Previous forename(s)			
		Previous surname(s)			
Address					
Usual residential address					
For a corporation, give the registered or principal office address.		Post town			
	County / Region		Postcode		
	Country				
	Date of Birth	Day	Month	Year	Nationality
	Business occupation				
	Other directorships				
	I consent to act as director of the company named on page 1				
	Consent signature		Date		

This section must be signed by Either an agent on behalf of all subscribers

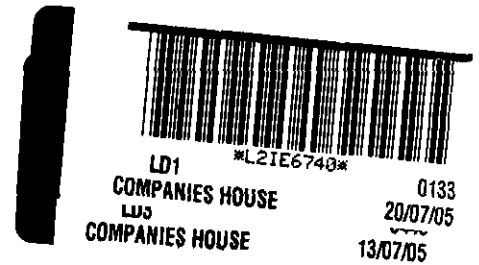
Signed  **Date** 12/7/05

Or the subscribers (i.e. those who signed as members on the memorandum of association).

Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	

SS14098

INC
56431
LTD



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The Companies Acts 1985 to 1989

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PRIVATE COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION OF
STRATEGIC COMMUNICATION LABORATORIES LIMITED**

1. The Company's name is **STRATEGIC COMMUNICATION LABORATORIES LIMITED**
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are:-
 - (a) To carry on business as a general commercial company.
 - (b) To carry on any other business which in the opinion of the Company, may be capable of being conveniently or profitably carried on in connection with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.
 - (c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
 - (d) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trademarks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.
 - (e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.
 - (f) To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as from time to time may be determined.
 - (g) To enter into arrangements for joint workings in business or amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit the Company.
 - (h) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.

129100001

- (i) To sell, improve, manage, develop, turn to account, let on rent or royalty or share of profits or otherwise, grant licences or easements or other rights in or over, or 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.
- (j) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company.
- (k) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.
- (l) To lend and advance money or give credit on any terms and with or without security to any company, firm or person (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 suretyships 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 company, firm or person (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- (m) To borrow or raise money in any manner and to secure the repayment of any money borrowed raised, or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (n) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (o) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (p) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependants.
- (q) To distribute among the members of the Company in kind any property of the Company of whatever nature.
- (r) To pay all or any expenses in connection with the promotion, formation and incorporation of the Company, or to contract with any company, firm or person to pay the same, and to pay commission to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

- (s) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.
- (t) Subject to, and always in compliance with, the provisions of sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of the Act) for any such purpose as is specified in Section 151 (1) and/or Section 151(2) of the Act.

None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in any such sub-clause or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

4. The liability of the Members is limited.
5. The Company's share capital is £100,000 divided into:
100,000 Ordinary shares of £1.00 each

We, the subscriber 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 name.

Name and Address of Subscriber(s)	Number of Ordinary shares taken by subscriber(s)
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SDG SECRETARIES LIMITED 41 CHALTON STREET LONDON NW1 1JD

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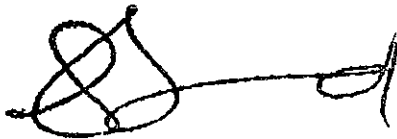


p.p. SDG Secretaries Limited

Dated: 13 July 2005

Witness to the above signatures:

LYN BOND
41 CHALTON STREET
LONDON
NW1 1JD



The Companies Acts 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

STRATEGIC COMMUNICATION LABORATORIES LIMITED

PRELIMINARY

1. (a) (i) Subject as hereinafter provided the Regulations contained in Table A in The Companies (Table A to F) Regulations 1985 ("Table A") shall apply to the Company.

(ii) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

(iii) 'communication' shall mean the same as is detailed in the Electronic Communications Act 2000.

(iv) 'electronic communication' shall mean the same as is detailed in the Electronic Communications Act 2000.
- (b) In Regulation 1 of Table A there shall be inserted before the words 'office' and 'secretary' the word 'the' and between the words 'regulations' and 'the Act' the words 'and in any regulations adopting in whole or in part the same'.
2. Regulations 8,24,35,41,46,48,64,67,73 to 77 inclusive and 94 to 97 inclusive of Table A shall not apply to the Company.
3. The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

SHARES

4. (a) Subject to Article 5 below all unissued shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the directors and for the purposes of Section 80 of the Act the directors are unconditionally authorised to exercise the power of the Company to allot shares grant options over or otherwise dispose of the same to such persons and on such terms as

- they think fit 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 made by the Company within that period.
- (b) The authority given above may be renewed revoked or varied by ordinary resolution of the Company in general meeting.
 - (c) Subject to Chapter VII of Part V of the Act, and to the Regulations of the Company, the Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.
 - (d) Subject to Chapter VII of Part V of the Act, any shares may, with the sanction of an Ordinary resolution, be issued on the terms that they are, at the option of the Company or the shareholder, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares by Special resolution determine, and whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.
 - (e) Subject to Chapter VI of Part V of the Act, the Company may give financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the Company or its Holding Company.
5. (a) In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- (b) All unissued shares which are not comprised in the authorised share capital of the Company with which the Company is incorporated shall 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 in general meeting shall by special resolution otherwise direct. Such offer shall be made by written notice specifying the number of shares offered and a period (not being less than 14 days) within which the offer if not accepted will be deemed to be declined. After the expiration of this period or, if earlier, on receipt of notice of non-acceptance, those shares so declined shall be offered to the members who have within the said period accepted all the shares offered to them in the proportion aforesaid in like terms in the same manner and limited by a like period as the original offer. The directors may in accordance with the provisions of this Article allot grant options over or otherwise dispose of such shares not accepted pursuant to such offers together with any shares not capable of being offered aforesaid except by way of fractions to such persons on such terms as they think fit provided that such shares shall not be disposed of on such terms which are more favourable to the subscribers therefor than the terms on which they were offered to the members. The provisions of this Article shall be subject to Section 80 of the Act.

LIEN

6. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at the fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether or not it is a fully paid share) registered in the name of any member whether solely or one of two or more joint holders for all such moneys presently payable by him or his estate to the Company. However the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to all dividends payable thereon.

TRANSFER OF SHARES

7. (a) No share or beneficial ownership of a share shall be transferred (otherwise than to the Company subject to Article 4 of the Company) until the rights of pre-emption hereinafter conferred have been exhausted. Any obligation to transfer a share pursuant to this Article is an obligation to transfer the entire legal and beneficial interest in such share.
- (b) A member who intends to transfer any share or any interest therein (including for this purpose the assignment of the beneficial interest in, or the creation of any charge or other security interest over, such share or the renunciation or assignment of any right to receive or subscribe for such share) ("the Seller") shall give notice ("the Transfer Notice") to the directors of his intention and the particulars of the shares ("the Transfer Shares") together with the price per share at which he is willing to sell ("the Specified Price"). A Transfer Notice once received by the directors is irrevocable unless paragraphs (d) or (h) apply.
- (c) The Transfer Notice shall constitute the Company as agent of the Seller for the sale of the Transfer Shares to the members other than the Seller ("the Offerees") at the Specified Price save that if the directors do not accept that the Specified Price constitutes a fair price they shall instruct the Auditors of the Company (who shall act as experts and not as arbitrators so that any provision of law or statute relating to arbitration shall not apply) to certify in writing ("Certificate of Value") the value of the Transfer Shares as between a willing seller and a willing buyer. The Auditors' decision on the value of the Transfer Shares between a willing seller and a willing buyer is within the Auditors' complete discretion and their certification shall be final and binding on the members. The Specified Price in the Transfer Notice shall be substituted by the price in the Certificate of Value. The Company upon receipt of the Certificate of Value shall forthwith furnish a copy thereof to the Seller. The Seller shall bear the cost of the valuation.
- (d) If upon receipt of the Certificate of Value the Seller considers that the price decided upon by the Auditors of the Company is not a reasonable one he shall be entitled to revoke the Transfer Notice within 7 days of receipt of the Certificate of Value by written notice to the directors ("the First Revocation Period"). Thereafter the Transfer Shares will not be offered by the directors to the Offerees or by the Seller to any other person or persons unless at a later date the Seller serves another Transfer Notice in respect of the Transfer Shares in which event all the provisions of this Article shall apply.
- (e) If the Seller has not revoked the Transfer Notice upon expiry of the First Revocation Period the price (whether by reference to the Specified Price or the Certificate of Value) shall be fixed in the Transfer Notice as the final price ("the Final Price") and the directors shall by notice in writing ("the Offer Notice") inform the Offerees of the number and price of the Transfer Shares and shall invite the Offerees to apply in writing to the Company, within 21 days of the date of despatch of the Offer Notice (which date must be stated therein), for a maximum number of the Transfer Shares.
- (f) If such Offerees within the period of 21 days stated in the Offer Notice apply for all or any of the Transfer Shares the directors will allocate the Transfer Shares applied for to the applicant Offerees in such proportions (or as nearly as may be and without increasing the number sold to an Offeree beyond the number applied for by him) as their existing holdings bear to the total of the holdings of the applicant Offerees. The Transfer Shares not capable of being allocated without involving fractions shall be allocated to the applicant Offerees in such proportion as the directors think fit. Any outstanding Transfer Shares may then be allocated in such manner as the directors think fit to those Offerees who applied for such Transfer Shares provided no Offeree shall be allocated shares in excess of the number of shares applied for by him.

- (g) If upon expiry of the 21 day period specified in the Offer Notice the directors shall have received applications for some but not all of the remaining Transfer Shares the directors may nominate within 14 days from the expiry of the Offer Notice a person or persons which may (subject to the Act) be the Company to whom the Transfer Shares not applied for will be allocated. The directors shall give notice in writing (the "Allocation Notice") of such allocations pursuant to paragraph (f) and this paragraph to the Seller and to the persons to whom the Transfer Shares have been allocated. The Allocation Notice must specify the date of despatch of the Allocation Notice, the name and address of the persons to whom the allocations have been made, the price and method of payment and number of Transfer Shares to be allocated and the place and time for completion (which shall be 21 days from the date of despatch) and that the Allocation Notice is subject to the Seller's right of revocation pursuant to paragraph (h).
- (h) The Seller may revoke the Transfer Notice if after service of the Allocation Notice not all the Transfer Shares have been taken up. Notice must be given in writing by the Seller to the Company within 14 days of the date of the Allocation Notice (the "Second Revocation Period").
- (i) If the Seller has not revoked the Transfer Notice upon expiry of the Second Revocation Period the Seller shall be bound upon payment of the purchase price due in respect thereof to transfer the shares comprised in the Allocation Notice to the person or persons (which may be the Company subject to the Act) named therein on the day and at the time specified therein.
- (j) In the event that the Seller fails or refuses to transfer the Transfer Shares having become bound so to do the Company may receive the purchase price in trust for the Seller and may authorise some person to execute a transfer of the Transfer Shares in favour of the purchasers.
- (k) During the 3 months following the expiry of 56 days from the date of the Offer Notice the Seller may (subject nevertheless to the provisions of paragraph (l)) transfer to any person and at any price but not less than the Final Price fixed in the Transfer Notice any of the shares comprised therein not included in the Allocation Notice or all but not part of the Transfer Shares comprised in the Transfer Notice if the Seller has revoked the Transfer Notice under paragraph (h).
- (l) The directors may in their absolute discretion and without assigning any reason therefor decline to register the transfer of a share whether or not it is a fully paid share.

GENERAL MEETINGS

- 8. (a) In every notice convening a general meeting of the Company there shall appear a statement that a member entitled to attend and vote is entitled to appoint a proxy and the proxy need not be a member of the Company and Regulation 38 of Table A shall be modified accordingly
- (b) Proxies may be deposited at the Registered Office of the Company at any time before the time of the meeting for which they are to be used unless otherwise specified in the notice convening the meeting. The Directors at their discretion treat an electronic communication appointing a proxy as a proxy for the purposes of the Article. Regulation 62 of Table A shall be modified accordingly..
- 9. (a) If the quorum prescribed by Regulation 40 of Table A is not present within 30 minutes from the time appointed for the meeting, the meeting shall stand adjourned to the

- same day in the next week at the same time and place or such time and place as the directors may determine.
- (b) If at the adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting one person entitled under Regulation 40 of Table A to be counted in a quorum present at the meeting shall constitute a quorum.
10. (a) A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded.
- (b) A poll may be demanded by the chairman or by a member (present in person or by proxy) having the right to attend and vote at the meeting.
 - (c) The demand for a poll may before the poll is taken be withdrawn.
 - (d) A demand so withdrawn shall not be taken to have invalidated the result of a vote on a show of hands declared before the demand was made.
11. A Resolution in writing signed or approved by letter, telex, facsimile transmission or cable or by any other electronic communication by all members of the Company, who would have been entitled to vote upon it if it had been duly proposed at a General Meeting or at a meeting of any class of members of the Company, or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a General Meeting or at such a class meeting of the Company (as the case may be) duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys (or in the case of a member which is a body corporate, by a director thereof or by a duly appointed representative). Regulation 53 of Table A shall not apply to the Company.
12. (a) If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting save that this paragraph shall not apply to resolutions passed pursuant to ss303 and 391 of the Companies Act 1985.
- (b) Any decision taken by a sole member pursuant to para (a) above shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book.

VOTES OF MEMBERS

13. The words "or by proxy" shall be inserted after the word "person" in regulation 54 of Table A.
14. The words "Unless the directors determine otherwise" shall be inserted at the commencement of Regulation 57 of Table A.
15. The words "30 minutes" shall be substituted for "48 hours" in Regulation 62(a) of Table A and for "24 hours" in Regulation 62(b) of Table A.

DIRECTORS

16. The first director or directors of the Company shall be the person or persons named in the statement delivered under Section 10 of the Act.

17. Unless and until otherwise determined by the Company in general meeting there shall be no maximum number of directors and the minimum number of directors shall be one. Whensoever there shall be a sole director such director may exercise all the powers discretions and authorities vested in the directors by these Articles and by Table A. The words "and unless so fixed at any other number shall be two" shall be omitted from Regulation 89 of Table A.
18. In any case where as a result of the death of a sole member of the Company the Company has no members and no Directors the personal representatives of such deceased member shall have the right by notice in writing to appoint a person to be a Director of the Company and such appointment shall be as effective as if made by any means allowed under these Articles of Association for the appointment of Directors.
19. The directors may exercise all the powers of the Company to borrow without limit as to amount and upon such terms and in such manner as they think fit and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage charge or standard security over its undertaking property and uncalled capital or any part thereof and to issue debentures debenture stock or any other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.
20. (a) The words "and may also determine the rotation in which any additional directors are to retire" shall be omitted from Regulation 78 of Table A.
(b) The second and third sentences of Regulation 79 of Table A shall be omitted.
21. A director who is in any way either directly or indirectly interested in any contract transaction or arrangement (whether actual or proposed) with the Company or in which the Company is otherwise interested shall declare the nature of his interest at a meeting of the directors in accordance with Section 317 of the Act. Subject to such disclosure a director shall be entitled to vote in respect of any such contract transaction or arrangement (whether actual or proposed) in which he is interested and whether or not he votes he shall be counted in reckoning whether a quorum is present or not.

NOTICES

22. (a) Any notice or other document may be served on or delivered to any Member of the Company either;
 - (i) personally, or
 - (ii) by sending it by post addressed to the Member at his registered address, or
 - (iii) by any form of electronic communication, or
 - (iv) by leaving it at the Member's registered address, or
 - (v) by any other means instructed in writing by the member concerned and agreed by the Company.

In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 of Table A shall be modified accordingly.
- (b) Any notice or other document, which is sent by post, shall be deemed to have been served or delivered 24 hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered office otherwise than by post or sent by electronic communication, shall be deemed to have been served or delivered when it was left or sent. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the

Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. Regulation 115 of Table A shall be modified accordingly.

THE SEAL

23. The Company may have a Seal if it so wishes. If the Company has a Seal the Directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Director and the Secretary or by a second Director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a Seal.

INDEMNITY

24. In addition to the indemnity conferred by Regulation 118 of Table A and subject to the provisions of the Act every such person as is mentioned in the said Regulation shall be entitled to be indemnified out of the assets of the Company against all expenses losses or liabilities incurred by him as agent of the Company or for the Company's benefit or intended benefit or in or about the discharge or intended discharge of his duties in relation to the Company.

NAME AND ADDRESS OF SUBSCRIBER(S)

SDG SECRETARIES LIMITED
41 CHALTON STREET
LONDON
NW1 1JD



p.p. SDG Secretaries Limited

Dated: 13 July 2005

Witness to the above signatures:

LYN BOND
41 CHALTON STREET
LONDON
NW1 1JD



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Search for companies or officers

SCL GROUP LIMITED

Company number **05514098**

Registered office address

4 Mount Ephraim Road, Tunbridge Wells, Kent, TN1 1EE

Company status

In Administration

Company type

Private limited Company

Incorporated on

20 July 2005

Accounts

Next accounts made up to **31 December 2017**
due by **30 September 2018**

Last accounts made up to **31 December 2016**

Confirmation statement

Next statement date **20 July 2018**
due by **3 August 2018**

Last statement dated **20 July 2017**

Nature of business (SIC)

- 82990 - Other business support service activities not elsewhere classified

Previous company names

Name	Period
STRATEGIC COMMUNICATION LABORATORIES LIMITED	20 Jul 2005 - 19 Aug 2015

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SCL GROUP LIMITED

Company number **05514098**

Date	Type	Description	View / Download
31 May 2018	AD01	Registered office address changed from C/O Pkf Littlejohn 2nd Floor, 1 Westferry Circus Canary Wharf London E14 4HD United Kingdom to 4 Mount Ephraim Road Tunbridge Wells Kent TN1 1EE on 31 May 2018	(2 pages)
25 May 2018	AM01	Appointment of an administrator	(3 pages)
09 May 2018	TM01	Termination of appointment of Alexander James Ashburner Nix as a director on 30 April 2018	(1 page)
03 Apr 2018	TM01	Termination of appointment of Roger Michael Gabb as a director on 28 March 2018	(1 page)
16 Feb 2018	SH01	Statement of capital following an allotment of shares on 29 October 2017 <ul style="list-style-type: none"> • GBP 21,901.60 	(4 pages)
05 Feb 2018	SH01	Statement of capital following an allotment of shares on 31 October 2017 <ul style="list-style-type: none"> • GBP 22,938.40 	(4 pages)
04 Dec 2017	SH08	Change of share class name or designation	(2 pages)
04 Dec 2017	RESOLUTIONS	Resolutions <ul style="list-style-type: none"> • RES12 - Resolution of varying share rights or name • RES01 - Resolution of adoption of Articles of Association 	(33 pages)
10 Nov 2017	CH01	Director's details changed for Mr Nigel John Oakes on 21 July 2017	(2 pages)
10 Nov 2017	CH01	Director's details changed for Mr Nigel John Oakes on 21 July 2017	(2 pages)
06	AA	Total exemption full accounts made up to 31	(13 pages)

Oct 2017		December 2016	
30 Aug 2017	CS01	Confirmation statement made on 20 July 2017 with updates	(6 pages)
30 Aug 2017	PSC01	Notification of Roger Michael Gabb as a person with significant control on 29 September 2016	(2 pages)
30 Aug 2017	PSC09	Withdrawal of a person with significant control statement on 30 August 2017	(2 pages)
30 Sep 2016	CS01	Confirmation statement made on 20 July 2016 with updates	(7 pages)
28 Sep 2016	AA	Total exemption small company accounts made up to 31 December 2015	(7 pages) Download iXBRL (https://beta.companieshouse.gov.uk/company/05514098/filing-history/MzE1ODQ0NTg0NmFkaXF6a2N4/document?format=xhtml&download=1).
30 Jun 2016	AD01	Registered office address changed from 55 Baker Street London W1U 7EU to C/O Pkf Littlejohn 2nd Floor, 1 Westferry Circus Canary Wharf London E14 4HD on 30 June 2016	(1 page)
29 Feb 2016	TM01	Termination of appointment of Alexander Waddington Oakes as a director on 28 January 2016	(1 page)
29 Feb 2016	TM02	Termination of appointment of Alexander Waddington Oakes as a secretary on 28 January 2016	(1 page)
29 Feb 2016	AP01	Appointment of Mr Alexander James Ashburner Nix as a director on 28 January 2016	(2 pages)
19 Aug 2015	CERTNM	Company name changed strategic communication laboratories LIMITED\certificate issued on 19/08/15 <ul style="list-style-type: none">• RES15 - Change company name resolution on 2015-06-10	(2 pages)
19 Aug 2015	CONNOT	Change of name notice	(2 pages)
04 Aug 2015	SH20	Statement by Directors	(2 pages)
04 Aug 2015	SH19	Statement of capital on 4 August 2015 <ul style="list-style-type: none">• GBP 6,634.80	(4 pages)
04 Aug 2015	CAP-SS	Solvency Statement dated 27/05/15	(2 pages)

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SCL GROUP LIMITED

Company number **05514098**

Date	Type	Description	View / Download
04 Aug 2015	RESOLUTIONS	Resolutions <ul style="list-style-type: none"> RES06 - Resolution of reduction in issued share capital RES13 - Reduce share prem a/c 10/06/2015 RES06 - Resolution of reduction in issued share capital 	(1 page)
22 Jul 2015	AR01	Annual return made up to 20 July 2015 with full list of shareholders Statement of capital on 2015-07-22 <ul style="list-style-type: none"> GBP 8,888.1 	(6 pages)
21 Jul 2015	AA	Total exemption small company accounts made up to 31 December 2014	(7 pages) Download iXBRL (https://beta.companieshouse.gov.uk/company/05514098/filing-history/MzEyNzQ0NTU1M2FkaXF6a2N4/document?format=xhtml&download=1)
30 Sep 2014	AA	Total exemption small company accounts made up to 31 December 2013	(7 pages)
22 Jul 2014	AR01	Annual return made up to 20 July 2014 with full list of shareholders Statement of capital on 2014-07-22 <ul style="list-style-type: none"> GBP 8,888.1 	(6 pages)
04 Jul 2014	TM02	Termination of appointment of John Bottomley as a secretary	(2 pages)
04 Jul 2014	AP03	Appointment of Alexander Waddington Oakes as a secretary	(3 pages)
04 Nov 2013	AA	Total exemption small company accounts made up to 31 December 2012	(5 pages)
01 Oct 2013	AR01	Annual return made up to 20 July 2013 with full list of shareholders <ul style="list-style-type: none"> SH01 - Statement of capital following an allotment of shares on 2013-10-01 	(20 pages)

- ANNOTATION This document replaces the AR01 registered on 23RD July 2013 as it was not properly delivered.

11 Sep 2013	TM01	Termination of appointment of Alexander Nix as a director	(1 page)
25 Jul 2013	AD01	Registered office address changed from Farringdon Place 20 Farringdon Road London EC1M 3AP on 25 July 2013	(1 page)
23 Jul 2013	AR01	Annual return made up to 20 July 2013 with full list of shareholders	(7 pages)
		<ul style="list-style-type: none"> • ANNOTATION A replacement AR01 was registered on 1ST October 2013. 	
21 May 2013	AUD	Auditor's resignation	(1 page)
02 Oct 2012	AA	Full accounts made up to 31 December 2011	(20 pages)
25 Jul 2012	AR01	Annual return made up to 20 July 2012 with full list of shareholders	(6 pages)
27 Oct 2011	AA	Full accounts made up to 31 December 2010	(20 pages)
05 Sep 2011	CH01	Director's details changed for Alexander James Ashburner Nix on 5 September 2011	(2 pages)
21 Jul 2011	AR01	Annual return made up to 20 July 2011 with full list of shareholders	(6 pages)
12 Oct 2010	RESOLUTIONS	Resolutions	(2 pages)
		<ul style="list-style-type: none"> • RES10 - Resolution of allotment of securities • RES13 - Receive dirs rpt 06/10/2010 • RES11 - Resolution of removal of pre-emption rights 	
16 Sep 2010	AA	Full accounts made up to 31 December 2009	(15 pages)
16 Sep 2010	SH03	Purchase of own shares.	(3 pages)
23 Jul 2010	AR01	Annual return made up to 20 July 2010 with full list of shareholders	(6 pages)
08 Apr	AAMD	Amended full accounts made up to 31 December 2008	(14 pages)

2010

17 MG01 Particulars of a mortgage or charge / charge no: (9 pages)
Mar 3
2010

17 MG01 Particulars of a mortgage or charge / charge no: (6 pages)
Mar 2
2010

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SCL GROUP LIMITED

Company number **05514098**

Date	Type	Description	View / Download
06 Feb 2010	AD01	Registered office address changed from 8 Grafton Street London W1S 4EL United Kingdom on 6 February 2010	(2 pages)
04 Jan 2010	AD01	Registered office address changed from One America Square Crosswall London EC3N 2SG on 4 January 2010	(1 page)
29 Oct 2009	CH01	Director's details changed for Julian Wheatland on 14 October 2009	(2 pages)
29 Oct 2009	CH01	Director's details changed for Alexander James Ashburner Nix on 14 October 2009	(2 pages)
29 Oct 2009	CH01	Director's details changed for Alexander Waddington Oakes on 14 October 2009	(2 pages)
27 Oct 2009	CH01	Director's details changed for Roger Gabb on 14 October 2009	(2 pages)
13 Oct 2009	CH03	Secretary's details changed for John Michael Bottomley on 1 October 2009	(1 page)
21 Jul 2009	363a	Return made up to 20/07/09; full list of members	(8 pages)
13 May 2009	AA	Total exemption full accounts made up to 31 December 2008	(8 pages)
26 Mar 2009	288c	Director's change of particulars / alexander nix / 26/03/2009	(1 page)
20 Mar 2009	395	Particulars of a mortgage or charge / charge no: 1	(5 pages)
28 Jan 2009	288b	Appointment terminated director geoffrey pattie	(1 page)
04 Dec 2008	AA	Total exemption full accounts made up to 31 December 2007	(8 pages)
22 Jul 2008	363a	Return made up to 20/07/08; full list of members	(9 pages)
17 Mar 2008	287	Registered office changed on 17/03/2008 from 30 farringdon street london EC4A 4HJ	(1 page)
12 Feb 2008	288b	Director resigned	(1 page)
12 Feb 2008	288a	New director appointed	(2 pages)

24 Jul 2007	363a	Return made up to 20/07/07; full list of members	(6 pages)
11 May 2007	AA	Total exemption full accounts made up to 31 December 2006	(8 pages)
19 Mar 2007	288a	New director appointed	(2 pages)
19 Mar 2007	288b	Director resigned	(1 page)
11 Oct 2006	225	Accounting reference date extended from 31/07/06 to 31/12/06	(1 page)
04 Sep 2006	363a	Return made up to 20/07/06; full list of members	(11 pages)
04 Sep 2006	288c	Director's particulars changed	(1 page)
07 Dec 2005	288a	New director appointed	(2 pages)

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SCL GROUP LIMITED

Company number **05514098**

Date	Type	Description	View / Download
24 Nov 2005	288a	New director appointed	(2 pages)
24 Nov 2005	288a	New director appointed	(2 pages)
24 Nov 2005	88(2)R	Ad 07/11/05----- £ si 225@.1=22 £ ic 9481/9503	(2 pages)
24 Nov 2005	88(2)R	Ad 07/11/05----- £ si 338@.1=33 £ ic 9448/9481	(2 pages)
24 Nov 2005	88(2)R	Ad 07/11/05----- £ si 563@.1=56 £ ic 9392/9448	(2 pages)
24 Nov 2005	88(2)R	Ad 07/11/05----- £ si 9013@.1=901 £ ic 8491/9392	(2 pages)
24 Nov 2005	88(2)R	Ad 07/11/05----- £ si 6253@.1=625 £ ic 7866/8491	(2 pages)
24 Nov 2005	88(2)R	Ad 07/11/05----- £ si 5633@.1=563 £ ic 7303/7866	(2 pages)
24 Nov 2005	88(2)R	Ad 07/11/05----- £ si 507@.1=50 £ ic 7253/7303	(2 pages)
24 Nov 2005	88(2)R	Ad 07/11/05----- £ si 11266@.1=1126 £ ic 6127/7253	(2 pages)
24 Nov 2005	88(2)R	Ad 07/11/05----- £ si 11266@.1=1126 £ ic 5001/6127	(2 pages)
24 Nov 2005	88(2)R	Ad 07/11/05----- £ si 22533@.1=2253 £ ic 2748/5001	(2 pages)
24 Nov 2005	88(2)R	Ad 07/11/05----- £ si 5239@.1=523 £ ic 2225/2748	(2 pages)
24 Nov 2005	88(2)R	Ad 07/11/05----- £ si 7419@.1=741 £ ic 1484/2225	(2 pages)
24 Nov 2005	88(2)R	Ad 07/11/05----- £ si 14839@.1=1483 £ ic 1/1484	(2 pages)
24 Nov 2005	RESOLUTIONS	Resolutions <ul style="list-style-type: none"> • RES01 - Resolution of Memorandum and/or Articles of Association 	(30 pages)
11 Nov 2005	RESOLUTIONS	Resolutions <ul style="list-style-type: none"> • RES13 - Subdivision 28/10/05 	(1 page)
11 Nov 2005	122	S-div 03/10/05	(1 page)
11 Nov 2005	RESOLUTIONS	Resolutions <ul style="list-style-type: none"> • RES13 - Subdivision 03/10/05 	(1 page)
01 Nov 2005	288a	New director appointed	(2 pages)
19 Oct 2005	288c	Secretary's particulars changed	(1 page)
17 Aug 2005	288b	Director resigned	(1 page)

6/1/2018

SCL GROUP LIMITED - Filing history (free information from Companies House)

08 Aug 2005	288a	New director appointed	(2 pages)
08 Aug 2005	288a	New secretary appointed	(2 pages)
08 Aug 2005	288a	New director appointed	(2 pages)

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SCL GROUP LIMITED

Company number **05514098**

Date	Type	Description	View / Download
08 Aug 2005	288b	Secretary resigned	(1 page)
20 Jul 2005	NEWINC	Incorporation	(17 pages)

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SCL GROUP LIMITED

Company number **05514098**

- [Officers](#)
- [Persons with significant control \(https://beta.companieshouse.gov.uk/company/05514098/persons-with-significant-control\)](https://beta.companieshouse.gov.uk/company/05514098/persons-with-significant-control)

Filter officers

Current officers

Apply filter

13 officers / 11 resignations

OAKES, Nigel John

Correspondence address **4 Mount Ephraim Road, Tunbridge Wells, Kent, TN1 1EE**

Role Active **Director**

Date of birth **July 1962**

Appointed on **3 October 2005**

Nationality **British**

Country of residence **United Arab Emirates**

Occupation **Company Director**

WHEATLAND, Julian David

Correspondence address **4 Mount Ephraim Road, Tunbridge Wells, Kent, TN1 1EE**

Role Active **Director**

Date of birth **July 1961**

Appointed on **20 December 2007**

Nationality **British**

Country of residence **England**

Occupation **Ceo**

BOTTOMLEY, John Michael

Correspondence address **55 Baker Street, London, W1U 7EU**

Role Resigned **Secretary**

Appointed on **20 July 2005**

Resigned on **31 March 2014**

OAKES, Alexander Waddington

Correspondence address **55 Baker Street, London, W1U 7EU**

Role Resigned **Secretary**

Appointed on **31 March 2014**

Resigned on **28 January 2016**

Nationality **British**

SDG SECRETARIES LIMITED

Correspondence address **41 Chalton Street, London, NW1 1JD**

Role Resigned **Nominee Secretary**

Appointed on **20 July 2005**

Resigned on **20 July 2005**

CHRISTIE, David Ferguson

Correspondence address **22 Redcliffe Gardens, London, SW10 9EX**

Role Resigned **Director**

Date of birth **August 1970**

Appointed on **12 January 2007**

Resigned on **20 December 2007**

Nationality **British**

Country of residence **United Kingdom**

Occupation **Investment Director**

GABB, Roger Michael

Correspondence address **C/O Pkf Littlejohn, 2nd Floor, 1 Westferry Circus, Canary Wharf, London, United Kingdom, E14 4HD**

Role Resigned **Director**

Date of birth **November 1938**

Appointed on **10 November 2005**

Resigned on **28 March 2018**

Nationality **British**

Country of residence **United Kingdom**

Occupation **Company Director**

NIX, Alexander James Ashburner

Correspondence address **13 St James's Gardens, London, United Kingdom, W11 4RD**

Role Resigned **Director**

Date of birth **May 1975**

Appointed on **28 January 2016**

Resigned on **30 April 2018**

Nationality **British**

Country of residence **United Kingdom**

Occupation **Director**

NIX, Alexander James Ashburner

Correspondence address **55 Baker Street, London, W1U 7EU**

Role Resigned **Director**

Date of birth **May 1975**

Appointed on **20 July 2005**

Resigned on **7 December 2012**

Nationality **British**

Occupation **Finance**

OAKES, Alexander Waddington

Correspondence address **55 Baker Street, London, W1U 7EU**

Role Resigned **Director**

Date of birth **November 1968**

Appointed on **20 July 2005**

Resigned on **28 January 2016**

Nationality **British**

Country of residence **United Kingdom**

Occupation **Company Director**

PATTIE, Geoffrey Edwin

Correspondence address **53 Free Trade Wharf, 340 The Highway, London, E1W 3ES**

Role Resigned **Director**

Date of birth **January 1936**

Appointed on **10 November 2005**

Resigned on **1 December 2008**

Nationality **British**

Country of residence **England**

Occupation **Director**

WHEATLAND, Julian

Correspondence address **10 Bishop Kirk Place, Oxford, Oxfordshire, OX2 7HJ**

Role Resigned **Director**

Date of birth **July 1961**

Appointed on **10 November 2005**

Resigned on **12 January 2007**

Nationality **British**

Occupation **Ceo**

SDG REGISTRARS LIMITED

Correspondence address **41 Chalton Street, London, NW1 1JD**

Role Resigned **Nominee Director**

Appointed on **20 July 2005**

Resigned on **20 July 2005**

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SCL GROUP LIMITED

Company number **05514098**

3 charges registered

3 outstanding, 0 satisfied, 0 part satisfied

Debenture

Created **11 March 2010**

Delivered **17 March 2010**

Status **Outstanding**

Persons entitled

- Barclays Bank PLC

Short particulars

Fixed and floating charge over the undertaking and all...

Deed of charge over credit balances

Created **10 March 2010**

Delivered **17 March 2010**

Status **Outstanding**

Persons entitled

- Barclays Bank PLC

Short particulars

The charge creates a fixed charge over all the deposit(s)...

Deed of charge over credit balances

Created **11 March 2009**

Delivered **20 March 2009**

Status **Outstanding**

Persons entitled

- Barclays Bank PLC

Short particulars

The charge creates a fixed charge over all the deposit(s)...

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SCL GROUP LIMITED

Company number **05514098**

1 Insolvency case

Case number 1 — In administration

Administration started
3 May 2018

Practitioner

Mark Newman
Ccw Recovery Solutions Llp 4 Mount Ephraim Road, Tunbridge Wells, Kent, TN1 1EE

Practitioner

Vincent John Green
Ccw Recovery Solutions Llp 4 Mount Ephraim Road, Tunbridge Wells, Kent, TN1 1EE

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