

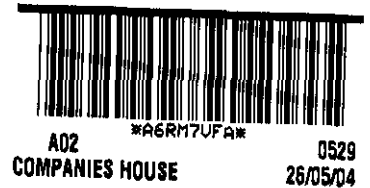
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THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

BRADY PUBLIC LIMITED COMPANY



(As amended by a special resolution of the Company passed on 20 May 2004)

1. The name of the Company is: **BRADY PUBLIC LIMITED COMPANY.**
2. The Company is to be a public company.
3. The Registered Office of the Company will be situated in England and Wales.
4. The objects for which the Company is established are:
 - (a) to carry on business as specialists in the development, design, writing and application of computer software; to act as dealers and leasers of computer software and systems; to act as computer and computer system programmers, analysts, engineers, designers, manufacturers, assemblers, installers, buyers, sellers, and dealers in, servicers, repairers, maintainers, removers and brokers specialising in all forms of mainframe and micro-processing equipment and systems and to undertake all consultancy and instruction work in connection therewith and of all computer hardware and software, programming systems and operations; to undertake all installation work in connection therewith, to deal with designing, analysing, programme and operation systems of all kinds; to act as design and production consultants to the interactive video industry to operate a computer staff employment bureau and to act as electrical, electronic, and mechanical engineers;
 - (b) to undertake and supply computer hardware, software, peripherals, programs, and all administrative, secretarial and other support and to deal in all ancillary and allied electronic and mechanical equipment, plant, and apparatus and to carry out alt basic research and development work relating to computer technology and solid state logic and all types of electronic systems and components;
 - (c) to carry on business as buyers, sellers, and dealers in all forms of stationery, cards, magnetic tape reels and discs and to provide all computer personnel and

to undertake all word and data processing facilities and to operate computer bureaux;

- (d) to carry on any other business of any description whatsoever which may seem to the Company or in the opinion of the Directors thereof be advantageously carried on in connection with or ancillary to the objects of the Company or any of them and calculated directly or indirectly to render more profitable the Company's business;
- (e) to purchase or by any other means acquire, sell, lease, rent, license, surrender, accept surrenders of, mortgage, charge or otherwise deal in any freehold, leasehold, or other property wheresoever situate;
- (f) to erect, construct, pull down, dismantle, remove, or replace, repair and maintain, alter, hire, enlarge and adapt any buildings both portable and otherwise and use the same for the Company's business or any of them;
- (g) to buy, sell, import, export, manufacture, exchange or part exchange, let on hire, build, construct, install, erect, enlarge, improve, adapt, dismantle, remodel, repair and maintain any engine, machinery, plant and material of any description capable of being conveniently made, used or sold in any of the trades aforesaid;
- (h) to purchase or by any other means acquire, take over and undertake all or any part of the business, property, liabilities and assets of any person, firm or company carrying on or formed to carry on any business for which this Company is authorised to carry on or possessed of property suitable for the purposes of this Company and which is calculated to advance the interests of the Company and make more profitable the Company's business and to pay cash or issue shares, stock, debentures or debenture stock of this Company as the consideration for such purpose of acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired;
- (i) to enter into partnership or any arrangement of any kind with any person, persons, firm or company having for its objects similar objects to those of this company or any of them with a view to increasing the business of the Company;
- (j) to purchase, subscribe for or otherwise acquire shares, stock or other interests in any Company or Corporation;
- (k) to act as agents or brokers for any person, firm or company and to undertake and perform subcontracts for any person, persons, firms or companies and also

to appoint such agents, subcontractors and brokers and to act in any of the businesses of the Company through them;

- (l) to apply for, register, purchase or by any other means acquire and protect and prolong and renew trade marks, patents, licences, concessions and designs which may be capable of being dealt with by the Company and to grant licences and privileges thereout;
- (m) 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;
- (n) to guarantee the payment of any debenture, debenture stock, mortgages, charges, bonds, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds whenever considered desirable and to guarantee either by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets both present and future and uncalled capital of the Company or by both such methods the performance of any contract or obligation of any person firm or company whatsoever;
- (o) to invest and deal with the monies of the Company not immediately required in such shares or upon such securities and in such manner and upon such conditions as may from time to time be determined;
- (p) to borrow and raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital;
- (q) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments;
- (r) to lend and advance money and give credit to any persons, firms or companies on such terms as the Company may decide;
- (s) to make advances to customers and others and allow them credit without security to enable them to purchase the goods, produce or products of the Company or use its services and for any purpose calculated to enhance the Company's business;

- (t) to promote the Company's interests by advertising its products, works or services in any manner and to take part in competitions, displays and exhibitions and offer prizes, gifts and concessions to customers or prospective customers as might seem desirable;
- (u) to remunerate any person, firm or company rendering services to the Company in any manner whatsoever;
- (v) to grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (including Directors or ex-Directors) of the Company or the dependants of such persons and to establish and maintain or concur in maintaining trusts, funds, or schemes, (whether contributory or non-contributory) with a view to providing pensions or other funds to any such person as aforesaid or their dependants and to establish and support or to aid in the establishment and support of any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or not, and to institute and maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or of the persons employed by the Company;
- (w) to pay all and any expenses incurred in connection with the promotion, formation and incorporation of this Company and to promote or aid in the promotion of any other companies;
- (x) to distribute any property in specie among the members of the Company; and
- (y) 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 or any of them shall be construed independently of each other and none of the objects herein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clauses.

5. *The liability of the members is limited.*
6. The share capital of the Company is £500,000 divided into 50,000,000 shares of one penny each with power to increase or to divide the shares in the capital of the Company for the time being into different classes having such rights, privileges and advantages as to voting or otherwise as the Articles of Association may from time to time prescribe.