
THE COMPANIES ACTS 1985-1989

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

UP³I Limited

**MIDDLETON POTTS
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Ref: CU/JSM/3696-2/149000v4**

THE COMPANIES ACTS 1985-1989

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

of

UP³I Limited

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1. The name of the Company is UP³I Limited.
 2. The registered office of the Company will be situated in England.
 3. The object for which the Company is established is to carry on business as a general commercial company.
 4. The liability of the Members is limited.
 5. Every Member of the Company undertakes to contribute such amount as may be required (not exceeding £100) to the Company's assets if it should be wound up while he is a Member or within one year after he ceases to be a Member, for payment of the Company's debts and liabilities contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

NAMES, ADDRESSES AND
DESCRIPTIONS OF
SUBSCRIBERS

OCÉ PRINTING SYSTEMS GMBH

Siemensallee 2, 85586 Poing, Germany

DUPLO CORPORATION

Duplo Building, 1-6 Oyama 4; Sagamihara,
Kanagawa 229-1180, Japan

HUNKELER AG

Bahnhofstrasse 31, 4806 Wikon, Switzerland

IBM CORPORATION

New Orchard Road, Armonk, NY 10504, USA

STRÅLFORS AB

Låggatan 21, 341 84 Ljungby, Sweden

XEROX CORPORATION

800 Long Ridge Road, Stamford,
Connecticut 06904, USA

DATED the day of 2003.

WITNESS to the above Signatures:-

Print Name:

Address:

Occupation:

THE COMPANIES ACTS 1985-1989

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

of

UP³I Limited

PRIVATE COMPANY

1. The Company is a private Company and accordingly is subject to the incidents from time to time imposed by law on private companies.

MEMBERS

2. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be Members of the Company. No person shall be admitted a member of the Company unless he is approved unanimously by the current Members. Every person who wishes to become a Member shall deliver to the Company an application for membership in such form as the Directors require executed by him.

3. A Member may contribute funds to the capital of the Company. Any surplus contributions shall be returned to each Member pro rata their contribution or otherwise as agreed by all the Members.
4. A Member is not entitled to receive any dividend or other share in the profits of the Company by reference to his contribution to the capital of the Company.
5. Membership shall not be transferable and shall cease on death. A Member may at any time withdraw from the Company by giving at least three months notice to the Company. PROVIDED THAT such a notice given by a Member is accompanied by an application for membership by a Group Company, the notice shall have effect from the time specified therein (or if none be specified upon the expiration of three months from its date). **“Group Company”** for the purposes of this Article shall mean a company actively involved in the digital printing industry being either a “wholly owned subsidiary company” (within the meaning of Section 736(2) Companies Act 1985) of the Company or a company which is a wholly owned subsidiary company of the Company’s “holding company” (within the meaning of Section 736(1) Companies Act 1985).

GENERAL MEETINGS

6. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other Meetings in that year, and shall specify the Meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and the date of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year.
7. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.
8. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

NOTICE OF GENERAL MEETINGS

9. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution or a resolution appointing a person as a Director shall be called by at least twenty-one clear days’ notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days’ notice but a General Meeting may be called by shorter notice if it is so agreed:-
 - (a) in the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any other Meeting by a majority in number of the Members

having a right to attend and vote being a majority together holding not less than ninety-five percent, of the total voting rights at the Meeting of all the Members.

The notice shall specify the time and place of the Meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the Meeting as such. The notice shall be given to all Members and to the Directors and auditors.

10. The accidental omission to give notice of a Meeting to, or the non-receipt of notice of a Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that Meeting.

PROCEEDINGS AT GENERAL MEETING

11. No business shall be transacted at any General Meeting unless a quorum is present. Four persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.
12. If such a quorum is not present within half an hour from the time appointed for the Meeting, or if during a Meeting such a quorum ceases to be present, the Meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine.
13. The chairman, if any, of the board of Directors or in his absence some other Director nominated by the Directors shall preside as chairman of the Meeting, but if neither the chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the Meeting and willing to act, the Directors present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be chairman.
14. If no Director is willing to act as chairman, or if no Director is present within fifteen minutes after the time appointed for holding the Meeting, the Members present and entitled to vote shall choose one of their number to be chairman.
15. A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any General Meeting.
16. The chairman may, with the consent of a Meeting at which a quorum is present (and shall if so directed by the Meeting), adjourn the Meeting from time to time and from place to place, but no business shall be transacted at an adjourned Meeting other than business which might properly have been transacted at the Meeting had the adjournment not taken place. When a Meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned Meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give

any such notice.

17. On a show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.
18. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
19. A poll may be demanded at any General Meeting by any Director or by any Member present in person or by proxy and entitled to vote.
20. No objection shall be raised to the qualification of any voter except at the Meeting or adjourned Meeting at which the vote objected to is tendered, and every vote not disallowed at the Meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
21. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Such instrument (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof) must either:-
 - (a) be delivered at such place (or such one of such places), if any, as may be specified in or by way of note to the notice convening the Meeting or, if no such place is specified, at the registered office of the Company at least one hour before the time appointed for holding the Meeting or adjourned Meeting or (in the case of a poll taken otherwise than at, or on the same day as, the Meeting or adjourned Meeting) at least one hour before the time appointed for the taking of the poll at which it is to be used, or
 - (b) be delivered to the Chairman of the Meeting on the day and at the place of the Meeting or adjourned Meeting or poll.

An instrument of proxy shall not be treated as valid until such delivery shall have been effected.

WRITTEN RESOLUTIONS OF DIRECTORS

22. A resolution in writing a copy of which has been sent to every Director (including Alternate Directors) who shall have given notice of an address as provided in Article 37, signed by each Director or his Alternate, shall be as effective as a resolution duly passed at a Meeting of the Directors and may consist of several documents in the like form, each signed by one or more of the Directors or Alternate Directors.

NUMBER OF DIRECTORS

23. Unless otherwise determined by ordinary resolution, the number of Directors (other than Alternate Directors) shall not be subject to any maximum but shall be not less than two.

POWERS OF DIRECTORS

24. Subject to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by the Articles and a Meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
25. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF DIRECTORS' POWERS

26. The Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to any managing Director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more Members shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF DIRECTORS

27. (a) The Directors shall not be subject to retirement by rotation.
- (b) Each Member may nominate one person to be a Director and remove him from office. Any such appointment or removal shall be effected by an instrument in writing signed by the Member making the same and shall take effect upon lodgment at the registered office of the Company.
28. The office of Director shall be vacated in any of the following events, namely:-
- (a) if he shall become prohibited by law from acting as a Director;
- (b) if the Company so resolves by Ordinary Resolution of which special notice as

required by law has been given;

- (c) if in England he becomes bankrupt or makes any arrangement or composition with his creditors generally or if in any other competent jurisdiction he suffers or performs any like proceedings or act;
- (d) if in England or elsewhere an order shall be made by any competent court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a guardian or for the appointment of a receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs;
- (e) if he gives the Company notice in writing that he resigns his office;
- (f) if he shall for more than six consecutive months have been absent without permission of the Directors from Meetings of the Directors held during that period and the Directors resolve that his office be vacated.

PROCEEDINGS OF DIRECTORS

- 29. A Director may, and the secretary at the request of a Director shall, at any time summon a Meeting of the Directors. Questions arising at a Meeting shall be decided by a majority of votes, each Director having one vote, and in the case of an equality of votes the chairman shall have a second or casting vote. A Director who is also an Alternate Director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.
- 30. Every Director, wherever resident, who shall have given notice of an address as provided in Article 37, shall be entitled to at least seven days' prior written notice of any Meeting of the Directors, including any adjourned Meeting other than a Meeting adjourned to a later hour of the day fixed for the Meeting, and to receive an Agenda of any matter to be discussed or voted upon at any such Meeting of the Directors. No matter may be validly discussed or voted upon at any Meeting, including adjourned Meetings, of the Directors of which notice has not been given in accordance with this Article unless all the Directors agree to the contrary in writing. Subject thereto the Directors may meet together for the despatch of business, adjourn and otherwise regulate their business as they think fit.
- 31. The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be four. A person who holds office only as an Alternate Director shall, if his appointor is not present, be counted in the quorum.
- 32. Any Director may participate in a Meeting of the Directors by means of conference telephone or similar communications equipment whereby all persons participating in the Meeting can clearly hear each other and participation in the Meeting in this manner shall

be deemed to constitute presence in person at such Meeting.

ALTERNATE DIRECTORS

33. (a) Any Director may at any time by writing under his hand and deposited at the registered office, or delivered at a Meeting of the Directors, appoint any person (including another Director) to be his Alternate Director and may in like manner at any time terminate such appointment. The same person may be appointed as the Alternate Director of more than one Director.
- (b) The appointment of an Alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases to be a Director.
- (c) An Alternate Director shall be entitled to receive notices and agenda of Meetings of the Directors and of any Committee of the Directors of which his appointor is a Member and shall be entitled to attend and vote as a Director and be counted in the quorum at any such Meeting at which his appointor is not personally present and generally at such Meetings to perform all functions of his appointor as a Director and for the purposes of the proceedings at such Meetings the provisions of these Articles shall apply as if he were a Director. If he shall be himself a Director or shall attend any such Meeting as an Alternate for more than one Director his voting rights shall be cumulative. His signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An Alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.
- (d) An Alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

SECRETARY

34. Save for the first Secretary of the Company (who shall be appointed in the manner provided by law) the Secretary shall be appointed by the Directors on such terms and for such period as they think fit. Any Secretary may be removed from office by the Directors at any time.

MINUTES

35. The Directors shall cause minutes to be made in books kept for the purpose:-

- (a) of all appointments of officers made by the Directors; and
- (b) of all proceedings at Meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such Meeting.

THE SEAL

36. The Directors shall provide for the safe custody of the Seal, which shall be used only by the authority of the Directors or of a Committee of the Directors. 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 by the Secretary or by a second Director.

NOTICES

37. Any notice or document may be served on or delivered to the Company or any Member of the Company or any Director of the Company either personally or by sending it through the post in a prepaid cover addressed, in the case of the Company, to its registered office, in the case of a Member, to the Member's registered address and, in the case of a Director, to him at the address he has notified to the Company for the purpose, or by delivering it to such address addressed as aforesaid. Where a notice or other document is served or sent by post (airmail post if the notified address is outside the United Kingdom), service or delivery shall be deemed to be effected at the expiration of seventy-two hours after the time when the cover containing the same is posted and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted. Notices may also be given by telefax or telex addressed as aforesaid and in proving such service it shall be sufficient to prove that such telefax or telex was correctly transmitted to the relevant telefax or telex number.

INDEMNITY

38. Subject to the provisions of and so far as may be permitted by law, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with an application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the court.

NAMES AND ADDRESSES OF SUBSCRIBERS

OCÉ PRINTING SYSTEMS GMBH

Siemensallee 2, 85586 Poing, Germany

DUPLO CORPORATION

Duplo Building, 1-6 Oyama 4; Sagamihara,
Kanagawa 229-1180, Japan

HUNKELER AG

Bahnhofstrasse 31, 4806 Wikon, Switzerland

IBM CORPORATION

New Orchard Road, Armonk, NY 10504, USA

STRÅLFORS AB

Låggatan 21, 341 84 Ljungby, Sweden

XEROX CORPORATION

800 Long Ridge Road, Stamford,
Connecticut 06904, USA

DATED the day of 2003

WITNESS to the above signatures:-