

ADOPTED AT E G M ON 27TH APRIL 2000

THE COMPANIES ACTS 1931 TO 1993

ISLE OF MAN

A PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

betinernet.com plc

**Laurence Keenan
Advocates & Solicitors
Victoria Chambers
47 Victoria Street
Douglas
Isle of Man
IM1 2LD**

THE COMPANIES ACTS 1931 TO 1993

ISLE OF MAN

A COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

betinternet.com plc

- 1 The name of the Company is betinternet com plc
- 2 The Company is a public company
- 3 The liability of the members is limited
- 4 Restrictions, if any, on the exercise of the rights, powers and privileges of the Company -

None unless and until decided upon by Special Resolution of the Company in accordance with Section 6 of the Companies Act 1986
- 5 The share capital of the Company is £4,000,000 divided into 400,000,000 shares of 1p each

We the subscribers to this Memorandum of Association

- (a) wish to be formed into a Company pursuant to this Memorandum,
- (b) agree to take the number of shares shown opposite our respective names,
- (c) declare that all the requirement of the Companies Acts 1931 to 1993 in respect of matters relating to registration and of matters precedent and incidental thereto have been complied with

No	Names and Addresses of Subscribers	Description	Number of Shares taken
ONE	FORTRESS NOMINEES LIMITED SUITE 3, VARLEY HOUSE 29/31 DUKE STREET DOUGLAS, ISLE OF MAN IM1 2AZ	COMPANY <i>Q.L.L.C.I</i>	ONE SHARE
TWO	CASTLE NOMINEES LIMITED SUITE 3, VARLEY HOUSE 29/31 DUKE STREET DOUGLAS, ISLE OF MAN IM1 2AZ	COMPANY <i>Q.L.L.C.I</i>	ONE SHARE

Dated this 12th day of January 1998

Witness to the above signatures

BEVERLEY JEAN WHETNALL
123 SLIEAU DHOO
TROMODE
DOUGLAS

12/01/98