

Company Number: 592717

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
Of
IONIX SYSTEMS LIMITED
("the Company")

Circulation date: 15th May 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the sole member of the Company proposes that the following resolution is passed as a special resolution (**Resolution**):

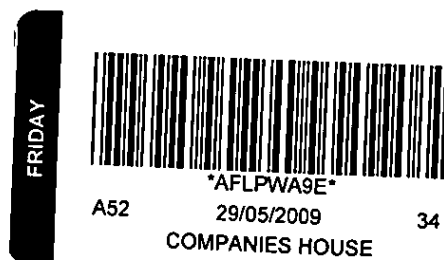
THAT the form of Articles of Association, a copy of which are attached to this resolution, be and are hereby adopted as the new Articles of Association of the Company to the exclusion of all existing Articles of Association.

The undersigned, who is the sole member entitled to vote on the above Resolutions on 15th May 2009, hereby irrevocably agrees to the above Resolution:


William Taylor, Director

Date: 15th May 2009

For and on behalf of Ionix Holdings Limited



NOTES

If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version to the Company using one of the following methods:

By Hand:	Delivering the signed copy FAO Simon Wallwork, 123 Deansgate, Manchester, M3 2BU
Post:	Returning the signed copy FAO Simon Wallwork, 123 Deansgate, Manchester, M3 2BU

You may not return the Resolution to the Company by any other method.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

Unless following 28 days from the date of circulation sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

COMPANY NO: 592717

THE COMPANIES ACTS 1985 - 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

IONIX SYSTEMS LIMITED

(as amended by special resolution dated 15th May 2009)

PANNONE

THE COMPLETE LAW FIRM

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Company No: 592717

THE COMPANIES ACTS 1985 - 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

IONIX SYSTEMS LIMITED ("the Company")

(adopted by special resolution dated 15th May 2009)

PRELIMINARY

- 1 The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052), the Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No. 3373), the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007 No. 2541) and the Companies (Tables A to F) (Amendment) (No. 2) Regulations 2007 (SI 2007 No. 2826) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of the Company. No other regulations set out in any statute concerning companies, or in any statutory instrument or other subordinate legislation made under any statute shall apply as the Regulations or Articles of the Company.
- 2 In these Articles the expression "the 1985 Act" means the Companies Act 1985 and the expression "the 2006 Act" means the Companies Act 2006 but so that any reference in the Articles to any provision of the 1985 Act or the 2006 Act shall be construed as a reference to any statutory modification or re-enactment of that provision for the time being in force. Words and expressions which bear particular meanings in Table A shall bear the same meanings in these Articles. References in these Articles to "writing" include references to any method of representing or reproducing words in legible or non-transitory form. Headings are for convenience only and shall not affect construction.

SHARE CAPITAL

- 3 Subject to Part V Chapter VII of the 1985 Act, any shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are or at the option of the Company or the shareholder are liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution agree, and whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise. Regulation 3 in Table A shall not apply to the Company.

ISSUE OF SHARES

- 4 Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the directors who may (subject to section 80 of the 1985 Act and to Article 6 below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- 5 The directors are generally and unconditionally authorised for the purposes of section 80 of the 1985 Act to allot relevant securities to the amount of the authorised share capital at any time or times during the period of five years from the date of the adoption of these Articles 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 so to do made by the Company in that period. The authority hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.
- 6 In accordance with section 91(1) of the 1985 Act sections 89(1) and 90(1) to (6) inclusive of the 1985 Act shall not apply to the Company.

LIEN

- 7 The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (including fully paid shares) registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders for all moneys presently payable by him or his estate to the Company. The directors may at any time declare any shares to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.
- 8 Regulation 8 in Table A shall not apply to the Company.

CALLS ON SHARES

- 9 The directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become payable) pay interest at such rate not exceeding (unless the Company in General Meeting shall otherwise direct) 3 per cent per annum above the base rate for the time being of the Company's principal bankers, as may be agreed upon between the directors and the member paying such sum in advance.
- 10 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

TRANSFER OF SHARES

- 11 The directors may in their absolute discretion decline to register any transfer of any share, whether or not it is a fully paid share, without assigning any reason therefor. Regulation 24 in Table A shall be modified accordingly.
- 12 Regulation 26 in Table A shall not apply to the Company.

TRANSMISSION OF SHARES

- 13 Regulation 31 in Table A shall be read and construed as if the following sentence were added at the end of that Regulation:-

"Provided always that the directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with".

PROCEEDINGS AT GENERAL MEETINGS

- 14 In accordance with section 325(1) of the 2006 Act in every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement of members' rights under section 324 of the 2006 Act. Regulation 38 in Table A shall be modified accordingly.
- 15 No business shall be transacted at any General Meeting unless a quorum of members is present both at the commencement of the General Meeting and at the time such business is transacted; save as herein otherwise provided, where the number of members exceeds one, two members present in person or by proxy or by duly authorised representative of a corporation shall be a quorum. If and so long as there is only one member the quorum for the transaction of the business of the members shall be one member present in person or by proxy or by duly authorised representative of a corporation. Regulation 40 in Table A shall not apply to the Company.
- 16 Regulation 41 in Table A shall be read and construed as if the words "and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, such adjourned meeting shall be dissolved" were added at the end thereof.
- 17 Regulation 46 in Table A shall be read and construed as if the words "any member" were substituted for the words "at least two members" in paragraph (b) thereof and paragraphs (c) and (d) thereof were deleted.
- 18 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 Article shall not apply to resolutions passed for the purposes of section 168 of the 2006 Act (resolution to remove director) and section 391 of the 1985 Act (removal of auditors). Any decision taken by a sole member pursuant to this Article shall be recorded in writing and delivered by that member to the Company for entry in the Company's Minute Book.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

- 19 Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company. For the purposes of this Article a director or secretary of a corporation shall be deemed to be a duly authorised representative of that corporation without need for any further proof of authority.

- 20 Any written resolution of the members may in the case of a corporation be signed on its behalf by a director or secretary thereof or by its duly appointed authorised representative or attorney.

VOTES OF MEMBERS

- 21 The instrument appointing a proxy and, if the provisions of Article 20 do not apply and if so required by the directors, any authority under which it is executed or a copy of the authority certified notarially or in some other way approved by the directors, may be delivered to the registered office of the Company (or to such other place or to such person as may be specified or agreed by the directors) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to act or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, before the time appointed for taking the poll, and an instrument of proxy which is not so delivered shall be invalid. For the purposes of this Article the instrument appointing a proxy shall if sent by facsimile be deemed to be delivered at the time the facsimile is received at the office (or to such other place or person as may be specified or agreed by the directors) provided that the directors shall be entitled to reject the same if in their opinion the facsimile is illegible or unclear.
- 22 Regulation 62 in Table A shall not apply to the Company.

NUMBER OF DIRECTORS

- 23 Unless and until the Company in General Meeting shall otherwise determine there shall be no maximum number of directors and the minimum number shall be one. If and so long as there is a sole director he may exercise all the powers and authorities vested in the directors by these Articles and Table A, and in such circumstances the quorum for the transaction of the business of the directors shall be one. Regulation 64 in Table A shall not apply to the Company and Regulation 89 in Table A shall be modified accordingly.

POWERS OF DIRECTORS

- 24 Without prejudice to the generality of Regulations 84 and 85 in Table A, any director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a director, Provided That nothing herein contained shall authorise a director or his firm to act as auditor to the Company.

PROCEEDINGS OF DIRECTORS

- 25 A director may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting and he shall be entitled to vote and be counted in the quorum accordingly. Such a meeting shall be deemed to have taken place where the largest group of those participating is assembled or, if there is no such group, at the registered office of the Company. The word "meeting" in these Articles in relation to a meeting of directors or a committee of directors shall be construed accordingly.
- 26 It shall be necessary to give notice of a meeting to a director (including an alternate director) who is absent from or resident outside the United Kingdom providing that he has given to the Company an address and/or facsimile number to which such notices should be sent or by giving it by using electronic communications to an

address for the time being notified to the Company by the director. Regulation 88 of Table A shall be amended accordingly.

- 27 If and so long as there is a sole director the provisions of Regulations 88 and 90 of Table A shall not apply to the Company. Where the number of directors exceeds one, the quorum necessary for the transaction of the business of the directors at a meeting of directors or of a meeting of a committee of directors shall be two directors.
- 28 Regulation 89 in Table A shall not apply to the Company.
- 29 A director shall not be required to hold any shares in the Company but he shall nevertheless be entitled to receive notice of and to attend and speak at any General Meeting of the Company.
- 30 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.
- 31 The directors shall not be required to retire by rotation and reference thereto in Regulation 76 in Table A shall be deleted.
- 32 Regulations 77 to 79 (inclusive) in Table A shall not apply to the Company.
- 33 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with these Articles as the maximum number of directors.
- 34 A sole member or members holding a majority in nominal value of the issued shares for the time being in the Company shall have the power from time to time and at any time to appoint any person or persons as a director or directors either as an additional director or additional directors or to fill any vacancy (provided that the total number of directors shall not exceed the maximum number prescribed by or in accordance with these Articles) and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a Company signed by one of its directors on its behalf and shall take effect upon lodgment at the registered office of the Company. Regulation 81 in Table A shall be modified accordingly.
- 35 Subject to Regulation 76 in Table A and without prejudice to the foregoing provision the Company may by Ordinary Resolution appoint any person who is willing to act to be a director either to fill a casual vacancy or as an additional director.
- 36 A resolution agreed to over the telephone by each director for the time being entitled to receive notice of a meeting of directors or his alternate (or by such of those directors or their alternates as have not signed a resolution to such effect in writing) shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held. A written memorandum of the resolution naming each director or alternate who agreed such resolution over the telephone shall be prepared and signed by any such director or alternate and entered in the book containing the minutes of the proceedings of the directors and when so entered shall be prima facie evidence of the facts therein stated.

ALTERNATE DIRECTORS

- 37 Any director (other than an alternate director) may at any time appoint any other director or any other person approved by the board of directors and willing to act, to

be an alternate director of the Company in his place, and may at any time remove from office any alternate director so appointed by him. An alternate director shall be entitled to receive notices of all meetings of the directors and all meetings of the committees of directors of which his appointor is a member, and to attend and vote as a director at such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in the absence of such appointor. Any director acting as alternate shall have an additional vote for each director for whom he acts as an alternate. An alternate director shall cease to be an alternate director if his appointor ceases for any reason to be a director. Any appointment or removal of an alternate director shall be effected by an instrument in writing signed by or on behalf of the director addressed to the Secretary at the registered office of the Company or in any other manner approved by the directors.

- 38 An alternate director shall be deemed to be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the director appointing him. The remuneration of any such alternate director shall be payable out of the remuneration payable to the director appointing him, and shall consist of such part (if any) of the last-mentioned remuneration as is agreed between the alternate director and the director appointing him. Save as aforesaid, the alternate director shall not be entitled to receive any remuneration from the Company for his services as an alternate director.
- 39 Regulations 65 to 69 (inclusive) in Table A shall not apply to the Company.

DIRECTORS GRATUITIES AND PENSIONS

- 40 The directors may exercise all the powers of the Company to pay or provide and agree to pay or provide pensions or other retirement, superannuation, death or disability benefits to, or to any person in respect of any director or former director of the Company or any subsidiary or holding company of the Company or another subsidiary of any such holding company and for the purpose of providing any such pensions or other benefits to contribute to any scheme or fund or to pay premiums (whether before or after such director ceases to hold office or employment). A director may vote at a meeting of directors in respect of any matter referred to in this Article, notwithstanding that he is personally interested in such manner and shall be counted in the quorum present at the meeting.
- 41 Regulation 87 in Table A shall not apply to the Company.

DIRECTORS' POWERS TO AUTHORISE CONFLICTS OF INTEREST

- 42 For the purposes of section 175 of the 2006 Act the directors may, in accordance with the requirements set out in this Article, authorise any matter proposed to them by any director which would, if not authorised, constitute or give rise to a situation in which a director has, or can have, a direct or indirect interest which conflicts, or possibly may conflict with the interest of the Company (including, without limitation, in relation to the exploitation of any property, information or opportunity, whether or not the Company could take advantage of it) (**Conflict**).
- 43 Any authorisation under this Article will be effective only if:
- (a) the director has disclosed to the other directors the nature and extent of his interest in any Conflict, such disclosure to be made as soon as reasonably practicable;

- (b) the matter in question shall have been proposed by any director for consideration at a meeting of directors in the same way that any other matter may be proposed to the directors under the provisions of these articles or in such other manner as the directors may determine;
- (c) any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question; and
- (d) the matter was agreed to without his voting or would have been agreed to if his vote had not been counted.

44 Any authorisation of a Conflict under this Article may (whether at the time of giving the authorisation or subsequently):

- (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;
- (b) be subject to such terms and for such duration, or impose such limits or conditions as the directors may determine;
- (c) be terminated or varied by the directors at any time.

This will not affect anything done by the director prior to such termination or variation in accordance with the terms of the authorisation.

45 In authorising a Conflict the directors may decide (whether at the time of giving the authorisation or subsequently) that if a director has obtained any information through his involvement in the Conflict otherwise than as a director of the company and in respect of which he owes a duty of confidentiality to another person the director is under no obligation to:

- (a) disclose such information to the directors or to any director or other officer or employee of the company;
- (b) use or apply any such information in performing his duties as a director;

where to do so would amount to a breach of that confidence.

46 Where the directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authorisation or subsequently) that the director:

- (a) is excluded from discussions (whether at meetings of directors or otherwise) related to the Conflict;
- (b) is not given any documents or other information relating to the Conflict;
- (c) may or may not vote (or may or may not be counted in the quorum) at any future meeting of directors in relation to any resolution relating to the Conflict.

47 Where the directors authorise a Conflict:

- (a) the terms of the authorisation shall be recorded in writing (but the authority shall be effective whether or not the terms are so recorded);
- (b) the director will be obliged to conduct himself in accordance with any terms imposed by the directors in relation to the Conflict;

- (c) the director will not infringe any duty he owes to the company by virtue of sections 171 to 177 of the 2006 Act provided he acts in accordance with such terms, limits and conditions (if any) as the directors impose in respect of its authorisation.

48 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

DIRECTORS' DECLARATION OF INTERESTS

49 A director who is in any way, whether directly or indirectly interested in a proposed transaction or arrangement with the Company shall declare the nature and extent of his interest to the other directors before the Company enters into the transaction or arrangement in accordance with the 2006 Act.

50 A director who is in any way, whether directly or indirectly, interested in a transaction or arrangement that has been entered into by the Company shall declare the nature and extent of his interest to the other directors as soon as is reasonably practicable in accordance with the 1985 Act and/or the 2006 Act, unless the interest has already been declared under Article 49.

51 Subject, where applicable, to the disclosures required under Article 49 and Article 50, and to any terms and conditions imposed by the directors in accordance with Article 42 to Article 48 (inclusive) a director shall be entitled to vote in respect of any proposed or existing transaction or arrangement with the Company in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present.

52 A director need not declare an interest under Article 49 and Article 50 as the case may be:

- (a) if it cannot reasonably be regarded as likely to give rise to a conflict of interest;
- (b) of which the director is not aware, although for this purpose a director is treated as being aware of matters of which he ought reasonably to be aware;
- (c) if, or to the extent that, the other directors are already aware of it, and for this purpose the other directors are treated as aware of anything of which they ought reasonably to be aware; or
- (d) if, or to the extent that, it concerns the terms of his service contract that have been, or are to be, considered at a board meeting.

BORROWING POWERS

53 The directors may exercise all the powers of the Company to borrow money without limit and upon such terms and in such manner as they think fit, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and subject (in the case of any security convertible into shares) to section 80 of the 1985 Act to issue debentures, debenture stock, and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

CAPITALISATION OF PROFITS

- 54 Regulation 110 in Table A shall be read and construed as if it included a reference to any other reserve account of the Company.

THE SEAL

- 55 If the Company has a seal it shall only be used with the authority of the directors or a committee of 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 a second director. The requirement to affix the Company seal to share certificates in Regulation 6 in Table A shall apply only where the Company has a seal.
- 56 Regulation 101 in Table A shall not apply to the Company.
- 57 The Company may exercise the powers conferred by section 39 of the 1985 Act with regard to having an official seal for use abroad.

INDEMNITY

- 58 Subject to section 310 of the 1985 Act each director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 144 or section 727 of the 1985 Act in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss or damage which may be incurred by the Company in the execution of the duties of his office or in relation thereto.
- 59 The directors shall have power to purchase and maintain for any director, officer or auditor of the Company insurance against such liability as is referred to in section 310(1) of the 1985 Act.
- 60 Regulation 118 in Table A shall not apply to the Company.