

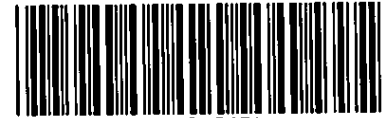
Company Number 1157596
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE MEMBERS

of

MIKEMOLE LIMITED

(the "Company")

(Passed on 25th July 2007)



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17/08/2007

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COMPANIES HOUSE

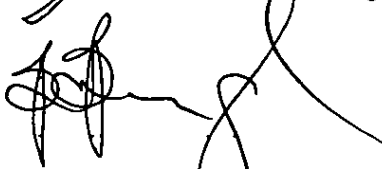
(under section 381A Companies Act 1985 and the articles of association of the Company)

We, the undersigned, being all the members of the Company entitled to attend and vote at an extraordinary general meeting of the Company RESOLVE as follows

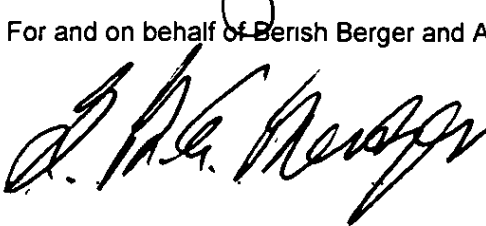
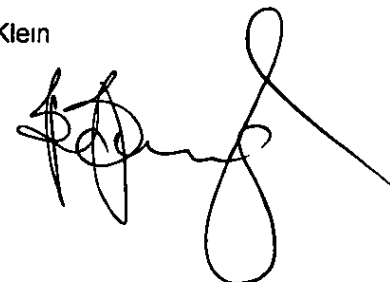
SPECIAL RESOLUTIONS

- 1 THAT the articles of association in the form attached to this Written Resolution be adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company
- 2 THAT the Company purchase 1,000 ordinary shares of £1 each in the capital of the Company from Gerson Berger Association Limited for a total consideration of £2,041,000 to be paid out of the Company's distributable reserves (as defined in section 181 of the Companies Act 1985 (the "Act")) in accordance with sections 160 and 162 of the Act

For and on behalf of Gerson Berger Association Limited

 Abraham Klein

For and on behalf of Berish Berger and Abraham Klein

For and on behalf of Estate of Sighismond Berger

Company Number: 01157596



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

MIKEMOLE LIMITED

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Regulated by the Law Society

ARTICLES OF ASSOCIATION

- of -

MIKEMOLE LIMITED (the "Company")

1 PRELIMINARY

- 1 1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, SI 1985/805, as in force at the date of incorporation of the Company ("Table A"), apply to the Company, except to the extent that they are excluded or modified by these Articles, and those regulations (so far as applicable) and the following provisions of these Articles together constitute the Articles of Association of the Company
- 1 2 References in these Articles to any Regulation are to the relevant numbered regulation of Table A
- 1 3 Table A shall apply as if the words "these regulations" were deleted (wherever appearing) and replaced by the words "these Articles"
- 1 4 A special resolution shall be effective for any purpose for which an ordinary or an extraordinary resolution is required
- 1 5 For so long as there is only one member of the Company, references in these Articles to members or which imply the existence of more than one member shall be construed as references to the one member for the time being of the Company
- 1 6 In these Articles, the term "Companies Acts" has the same meaning as in section 2 of the Companies Act 2006 (as adapted or modified from time to time)
- 1 7 In these Articles, the terms "electronic form", "electronic means" and "hard copy form" have the meanings given to them respectively in section 1168 of the Companies Act 2006

2 SHARE CAPITAL

- 2 1 The authorised share capital of the Company at the date of the adoption of these Articles is £3,993 divided into 3,993 ordinary shares of £1 each
- 2 2 Subject to the provisions of these Articles, the directors are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined in section 80 of the Act) up to a maximum aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of incorporation of the Company. The authority conferred on the directors by this Article shall expire on the fifth anniversary of the date of incorporation of the Company unless previously revoked, varied or renewed by the Company in general meeting. The Company may, before this authority expires, make an offer or agreement which would or might require relevant securities to be allotted after it expires

2 3 Subject to the provisions of the Act the company may -

2 3 1 issue shares which are to be redeemed or are liable to be redeemed at the option of the company, or the holder, on such terms and in such manner as may be set out in these articles (as amended from time to time) or (as to the date on or by which or the dates between which the shares are to be or may be redeemed) as may be determined by the directors prior to the date of issue,

2 3 2 purchase its own shares (including any redeemable shares) or enter into such agreement (contingent or otherwise) in relation to the purchase of its own shares on such terms and in such manner as may be approved by such ordinary or special resolution as may be required by the Act,

2 3 3 to the extent permitted by section 171 of the Act, make a payment in respect of the redemption or purchase of any of its own shares (including any redeemable shares) otherwise than out of distributable profits of the company or proceeds of a fresh issue of shares

3 SHARE CERTIFICATES

Regulation 6 shall apply as if the words "or executed by the Company and signed by a director and the secretary of the Company or by two directors of the Company in accordance with the Act" were inserted after the word "seal" in the second sentence of that Regulation

4 TRANSFER OF SHARES AND PRE-EMPTION ON TRANSFER IN RELATION TO SECURITY HELD BY A SECURED INSTITUTION

4 1 The directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of a share to any person Regulation 24 shall not apply

4 2 Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration of any transfer of shares where such transfer

4 2 1 is to any bank or institution or other person to which such shares have been charged or mortgaged, or to any nominee of such a bank or institution or other person (a "**Secured Institution**"), or

4 2 2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or

4 2 3 is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under its security over the shares,

and the directors shall register any such transfer of shares forthwith following receipt

4 3 Notwithstanding anything to the contrary contained in these Articles, no transferor or proposed transferor of any shares in the Company to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer referred to in Articles 4 2 1 to 4 2 3 inclusive to the members for the time being of the Company or any of them, and no such member shall

have any right under the Articles or under any agreement or otherwise to require those shares to be offered to or transferred to it whether for consideration or not

5 GENERAL MEETINGS

The first sentence of Regulation 37 shall apply as if the words "eight weeks" were deleted and replaced by the words "twenty-eight days"

6 NOTICE OF GENERAL MEETINGS

6 1 The first sentence of Regulation 38 shall apply as if the words "or a resolution appointing a person as a director" were deleted

6 2 Regulation 38 shall apply as if the words

"or, if and for so long as the Company has only one member, by the sole member of the Company"

were inserted after the words "attend and vote thereat" in paragraph (a) of that Regulation and after the words "shares giving that right" in paragraph (b) of that Regulation

7 PROCEEDINGS AT GENERAL MEETINGS

7 1 No business shall be transacted at any general meeting (or at any adjourned general meeting) unless a quorum is present Subject to Article 7 3, a quorum shall be any two members present (in the case of an individual) in person or by proxy or (in the case of a company) by duly authorised representative or by proxy Regulation 40 shall not apply

7 2 If a quorum is not present within 30 minutes from the time appointed for any adjourned general meeting, the general meeting shall be dissolved

7 3 If, and for so long as, the Company has only one member, that member present (in the case of an individual) in person or by proxy or (in the case of a company) by duly authorised representative or by proxy shall be a quorum

7 4 Regulation 50 shall not apply

8 VOTES OF MEMBERS

8 1 Subject to any rights or restrictions attached to any shares, on a show of hands, every member who is present (in the case of an individual) in person or by proxy or (in the case of a company) by duly authorised representative or by proxy shall have one vote On a poll every member shall have one vote for every share of which he is the holder Regulation 54 shall not apply

8 2 Regulation 57 shall not apply

8 3 Any appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may

8 3 1 in the case of an appointment in hard copy form be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in

relation to the meeting at any time before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote, or

8 3 2 in the case of an appointment sent by electronic means where an address has been given by the Company

8 3 2 1 in the notice calling the meeting, or

8 3 2 2 in any form of proxy sent out by the Company in relation to the meeting, or

8 3 2 3 in any invitation to appoint a proxy issued by the Company in relation to the meeting,

be received at that address (subject to any conditions or limitations specified in the notice) at any time before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote, or

8 3 3 in the case of a poll taken after the date of the meeting or adjourned meeting, be deposited or received as aforesaid at any time before the time appointed for the taking of the poll

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid

Any valid appointment of proxy shall, unless stated to the contrary in it, be valid both for the relevant meeting and for any adjournment of that meeting

In this Article 8 3 and Regulation 63, "address" includes a number or address used for the purposes of sending or receiving documents or information by electronic means

8 4 Regulation 62 shall not apply Regulation 63 shall apply as if the words "contained in an electronic communication" were deleted and replaced by the words "sent by electronic means"

9 NUMBER OF DIRECTORS

Unless and until otherwise determined by ordinary resolution, the number of the directors (other than alternate directors) shall not be subject to any maximum, and the minimum number of directors shall be one Regulation 64 shall not apply

10 ALTERNATE DIRECTORS

10 1 Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office any alternate appointed by him Regulation 65 shall not apply

10 2 An alternate director who is absent from the United Kingdom shall be entitled to receive notice of all meetings of directors and committees of directors Regulation 66 shall apply as if the last sentence were deleted

- 10 3 An alternate director shall cease to be an alternate director if his appointor ceases to be a director Regulation 67 shall not apply
- 10 4 Regulation 68 shall apply as if the following words were added at the end of that Regulation "and shall take effect when the notice is received or at any later time specified for the purpose in the notice"
- 10 5 The appointment of an alternate director shall terminate automatically on the happening of any event which, if he were a director, would cause him to vacate his office as a director
- 10 6 A person may be appointed as the alternate director of more than one director, and in those circumstances that alternate director shall be entitled at meetings of the directors or any committee of the directors to one vote in respect of every director by whom he has been appointed in addition to his own vote (if any) as a director Any such person may be counted more than once for the purpose of determining whether or not a quorum is present

11 DELEGATION OF DIRECTORS' POWERS

The directors may delegate any of their powers (with power to sub-delegate) to committees consisting of such individuals (whether directors or not) as they think fit The first sentence of Regulation 72 shall not apply

12 APPOINTMENT, RETIREMENT AND REMOVAL OF DIRECTORS

- 12 1 The Company may by ordinary resolution appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director Regulation 78 shall not apply
- 12 2 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 the Articles as the maximum number of directors Regulation 79 shall not apply
- 12 3 The directors shall not be subject to retirement by rotation, and Regulations 73 to 80 (inclusive) and the last sentence of Regulation 84 shall not apply
- 12 4 A director need not hold any shares in the Company to qualify as a director
- 12 5 If, 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 that 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 the Company in general meeting pursuant to these Articles

13 DIRECTORS' APPOINTMENTS AND INTERESTS

Regulation 85 shall apply as if the word "material" were deleted

14 DIRECTORS' GRATUITIES AND PENSIONS

- 14 1 The directors may exercise all the powers of the Company to provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director or

former director who holds or has held any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or with a predecessor in business of the Company or of any such body corporate, and for any member of his family (including a spouse, former spouse, civil partner or former civil partner), or any person who is or was dependent on him, and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. Regulation 87 shall not apply.

- 14 2 The directors may exercise any power conferred by the Act to make provision for the benefit of any employees or former employees of the Company or any of its subsidiary undertakings in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary undertaking.

15 PROCEEDINGS OF DIRECTORS

- 15 1 Notice of a meeting of the directors may be given to a director either personally or by word of mouth or in hard copy form or by electronic means, or by any other means authorised by the director concerned.
- 15 2 Every director shall be given notice of a meeting, including any director who is for the time being absent from the United Kingdom. A director may waive notice of any meeting either prospectively or retrospectively. The third sentence of Regulation 88 shall not apply.
- 15 3 The quorum for the transaction of business of the directors shall be two unless there is a sole director, in which event the sole director shall constitute a quorum. The first sentence of Regulation 89 shall not apply.
- 15 4 All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or other communication equipment which allows all persons participating in the meeting to hear and speak to each other throughout the meeting. A director so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and/or be counted in a quorum. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is located.
- 15 5 A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract or transaction or arrangement with the Company shall declare the nature of his interest at a meeting of the directors in accordance with the Act. If he makes that disclosure, a director shall be entitled to vote in respect of that contract or proposed contract or transaction or arrangement or upon any matter arising from it and his vote (if any) shall be counted and he shall be taken into account in ascertaining whether a quorum is present for the purposes of that meeting. Regulations 94, 95 and 97 shall not apply.
- 15 6 If any question arises at any meeting of directors or of a committee of directors as to the right of any director to vote, and that question is not resolved by his voluntarily agreeing to abstain from voting, the question shall be referred to the chairman of the meeting (or, if the director concerned is the chairman, to the other directors at the meeting). The ruling of the chairman in relation to any director other than himself (or, as the case may be, the

ruling of the majority of the other directors in relation to the chairman) shall be final and binding Regulation 98 shall not apply

- 15 7 If and for so long as there is a sole director, he shall be entitled to exercise all the powers and authorities vested in the directors by these Articles, in which event the provisions of these Articles shall be construed accordingly A sole director may exercise any such powers and authorities by resolution in writing signed by him

16 OFFICIAL SEAL AND AUTHENTICATION

- 16 1 The Company may exercise all the powers conferred by the Act with regard to having any official seal, and those powers shall be vested in the directors Subject to the provisions of the Act, any instrument to which an official seal is affixed shall be signed by such persons, if any, as the directors may from time to time determine

- 16 2 Any director or the secretary or any person appointed by the directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company, any resolutions of the Company or the board or any committee, and any books, records, documents and accounts relating to the business of the Company, and to certify copies of, or extracts from, them as true copies or extracts A document purporting to be a copy of a resolution, or an extract from the minutes of a meeting, of the Company or of the board or any committee which is certified in accordance with this Article shall be conclusive evidence in favour of a person dealing with the Company upon the faith of that document that such resolution has been duly passed or, as the case may be, that such minutes or extract is a true and accurate record of proceedings at a duly constituted meeting

17 ACCOUNTS

Regulation 109 shall not apply

18 CAPITALISATION OF PROFITS

Regulation 110(c) shall apply as if the words "or ignore fractions altogether" were inserted after the words "distributable under this regulation in fractions"

19 NOTICES AND COMMUNICATIONS

- 19 1 Except as otherwise provided in these Articles and subject to Article 19 4, any document or information to be given, sent or supplied under these Articles by the Company shall be given, sent or supplied in any way in which the Company may send or supply documents or information generally to the intended recipient under schedule 5 of the Companies Act 2006 (which may include, without limitation, in hard copy form, in electronic form or by making it available on a website) subject to, and in accordance with, the requirements of that schedule
- 19 2 Except as otherwise provided in these Articles and subject to Article 19 4, any document or information to be given, sent or supplied under these Articles to the Company shall be given, sent or supplied in any way in which documents or information generally may be sent or supplied by the sender to the Company under schedule 5 of the Companies Act 2006 (where the sender is a body corporate) or schedule 4 of the Companies Act 2006 (in

- all other cases) subject to, and in accordance with, the requirements of schedule 4 or schedule 5 of the Companies Act 2006, as applicable
- 19 3 Articles 19 1 and 19 2 shall apply whether the document or information is authorised or required to be sent or supplied by the Companies Acts or otherwise References in this Article 19 to documents or information being given, sent or supplied by or to the Company include references to documents or information being given, sent or supplied by or to the directors of the Company acting on the Company's behalf
- 19 4 Articles 19 1 and 19 2 shall apply as if schedules 4 and 5 of the Companies Act 2006 required documents and information sent by post to be sent by prepaid first class post or (in the case of a registered address outside the United Kingdom) by prepaid airmail
- 19 5 In the case of joint holders of a share, all notices, documents and information shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and any notices, documents and information so given, shall be sufficiently given to all the joint holders A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices, documents or information may be given to him, or an address to which notices, documents or information may be sent by electronic means, shall be entitled to have such notices, documents or information given to him at that address
- 19 6 Proof that an envelope containing a notice, document or information was properly addressed, prepaid first class and posted shall be conclusive evidence that the notice, document or information was given Proof that a notice, document or information sent by electronic means was sent or given in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice, document or information was sent or given The board may require authentication of any document or information given, sent or supplied to the Company in electronic form in such manner as it may determine
- 19 7 Section 1147 of the Companies Act 2006 shall not apply to documents or information sent by or to the Company for the purposes of the Companies Acts or these Articles
- 19 8 In this Article 19, "address" includes a number or address used for the purposes of sending or receiving documents or information by electronic means
- 19 9 Regulations 111, 112 and 115 shall not apply
- 19 10 Regulation 116 shall apply as if the words "within the United Kingdom" were deleted
- 19 11 Nothing in these Articles shall affect any legal requirement that any particular notice or other document be served in any particular manner
- 20 INDEMNITY AND INSURANCE**
- 20 1 Subject to the provisions of, and so far as may be consistent with, the Act, every director, alternate director and officer (other than an auditor) of the Company and of any associated company (as defined in section 309A of the Act) of the Company shall be indemnified out of the assets of the Company against all liabilities attaching to him in connection with any negligence, default, breach of duty or breach of trust by him in

- relation to the Company or any associated company of the Company other than any liability as is referred to in section 309B(2)(3) or (4) of the Act
- 20 2 Regulation 118 shall not apply
- 20 3 Without prejudice to Article 20 1 the directors may exercise all the powers of the Company to purchase and maintain insurance for or for the benefit of any person who is or was at any time
 - 20 3 1 a director, alternate director or other officer of any Relevant Company (as defined in Article 20 4 below) or
 - 20 3 2 a trustee of any pension fund or retirement, death or disability scheme for the benefit of any employee of any Relevant Company or employees' share scheme in which employees of any Relevant Company are interested,including (without limitation) insurance against any liability within Article 20 1 attaching to him in relation to any Relevant Company, or any such pension fund, retirement or other scheme or employees' share scheme
- 20 4 For these purposes "Relevant Company" shall mean the Company or any other undertaking which is or was at any time
 - 20 4 1 the holding company of the Company, or
 - 20 4 2 a subsidiary of the Company or of such holding company, or
 - 20 4 3 a company in which the Company has an interest (whether direct or indirect)