

**THE COMPANIES ACT 1985**

**WRITTEN RESOLUTION**

**OF**

**THE MARKETING ORGANISATION <sup>LIMITED</sup> ("the Company")**  
**(Company number 1445905)**

**(Passed on *March*, 2002)**

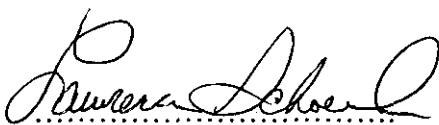
We, the undersigned, being the sole member of The Marketing Organisation Limited ("the Company") who (at the date of this resolution) would have been entitled to vote upon the resolutions set out below if they had been proposed at a general meeting at which we were present, hereby agree to the following written resolution (which would otherwise be required to be passed as both ordinary and special resolutions):

**ORDINARY RESOLUTION**

1. THAT, pursuant to Section 80 of the Companies Act 1985, the directors be and are hereby authorised generally and unconditionally to allot relevant securities (as defined in section 80 of the Companies Act 1985) up to an aggregate nominal amount of £200,000 (including those shares already in issue) provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the director may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

**SPECIAL RESOLUTIONS**

2. THAT the existing 100,000 Cumulative Redeemable Preference shares of £1 each in the Company be and hereby are reclassified as and subdivided into 1,000,000 ordinary shares of 10p each.
3. THAT the regulations contained in the document and attached to these Written Resolutions be and are hereby approved and adopted as the Articles of Association of the Company in substitution of the existing Articles of Association of the Company.



Authorised Signatory  
for and on behalf of Tonton Limited



The Companies Act 1985

## **PRIVATE COMPANY LIMITED BY SHARES**

### **ARTICLES OF ASSOCIATION**

of

#### **THE MARKETING ORGANISATION LIMITED**

As amended by Special Resolutions dated 2<sup>nd</sup> October 1979, 21<sup>st</sup> December 1983, 4<sup>th</sup> September 1987, 23<sup>rd</sup> December 1992, 1<sup>st</sup> September 1995 and *March 15* 2002 and Ordinary Resolutions dated 28<sup>th</sup> November 1979, 1<sup>st</sup> September 1995 and *March 15* 2002.

#### **1. Preliminary**

1.1 The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1989 and the Companies Act 1985 (Electronic Communications) Order 2000 (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 regulations of the Company.

1.2 In these Articles the expression:

1.2.1 "The Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modifications or re-enactment of that provision for the time being in force; and

1.2.2 "'A" Director" means each of Lawrence Guy Schoenecker, Guy Schoenecker, Earl Kent Nelson and Dale Patrick Kunz (together the "A" Directors).

#### **2. Allotment of Shares**

2.1 All shares which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have within the said period accepted all the shares offered to them. Shares shall continue to be offered in this manner until all shares have been taken up or no Members wish to acquire more shares. Such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as

aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolutions as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefore than the terms on which they were offered to the Members. The foregoing provisions of this Article 2.1 shall have effect subject to Section 80 of the Act.

- 2.2 In accordance with section 91(1) of the Act, sections 89(1) and 90(1) to (6) (inclusive) thereof shall not apply to the Company.

### **3. Authorised Capital**

The authorised share capital of the Company at the date of the adoption of these Articles is £200,000 divided into 2,000,000 Ordinary Shares of 10p each (the "Ordinary Shares") having the rights set out below.

### **4. Income**

Subject to any restrictions on payment of dividends imposed by law the Company may pay such dividends on Ordinary Shares as may be recommended by the Board of Directors.

### **5. Capital**

On return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be applied to the holders of the Ordinary Shares.

### **6. Lien**

- 6.1 The lien conferred by Regulation 8 in Table A shall attach also to fully paid-up Shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly.
- 6.2 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".

### **7. General Meetings and Resolutions**

- 7.1 A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special businesses and Regulation 38 in Table A shall be modified accordingly.

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the annual accounts and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

- 7.2 Every Notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.

## **8. Conduct of Meetings**

- 8.1 Regulation 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.
- 8.2 If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefore, such adjourned General Meeting shall be dissolved.
- 8.3 Regulation 41 in Table A shall not apply to the Company.
- 8.4 Regulation 50 in Table A shall not apply to the Company and the Chairman of the Meeting shall not have a second or casting vote.

## **9. Appointment of Directors**

- 9.1 Regulation 64 in Table A shall not apply to the Company.
- 9.2 The third sentence of Regulation 88 of Table A shall not apply to the Company.
- 9.3 The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of such determination there shall be no maximum number of Directors and the minimum number shall be one. Whensoever the minimum number of the Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions, which by Table A and by these Articles are expressed to be vested in the Directors generally and Regulation 89 in Table A shall be modified accordingly.
- 9.4 The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
- 9.5 No person shall be appointed a Director at any General Meeting unless either:

9.5.1 he is recommended by the Directors; or

9.5.2 not less than fourteen days nor more than thirty-five clear days before the date appointed for a General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.

9.6 Subject to paragraph 9.4 above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

9.7 The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an addition Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with Article 9.2 above as the maximum number of Directors and for the time being in force.

## **10. Borrowing Powers**

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

## **11. Alternate Directors**

11.1 An alternate Director shall not be entitled as such to receive remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointer as such appointer may by notice in writing to the Company from time to time direct, and the first sentence of Regulation 66 in Table A shall be modified accordingly.

11.2 A Director or any such other person as is mentioned in Regulation 65 of Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any Meeting of the Directors or of any committee of the Directors to one vote for every Director, whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

## **12. Disqualification of Directors**

The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and Regulation 80 in Table A shall be modified accordingly.

### **13. Gratuities and Pensions**

- 13.1 The Directors may exercise the powers of the Company conferred by Regulation 3(m) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.
- 13.2 Regulation 87 in Table A shall not apply to the Company.

### **14. Proceedings of Directors**

- 14.1 A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has directly or indirectly any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- 14.2 Regulation 88 of Table A shall not apply to the Company. Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the secretary at the request of a Director shall, call a meeting of the Directors. Notice of a meeting shall be given in accordance with the provisions of Article 14.5. Questions arising at a meeting shall be decided by a majority of votes. 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.
- 14.3 The chairman of the board of directors shall be such person as the "A" Directors shall from time to time appoint.
- 14.4 Regulation 89 of Table A shall not apply to the Company. The quorum for the transaction of the business of the Directors shall be fixed at 2 "A" Directors unless such requirement shall be waived in writing by all the "A" Directors, in which event the quorum shall be any two Directors, of whom one shall be an "A" Director and one Director other than an "A" Director. A person who holds office as an alternate director shall, if he appointor is not present, be counted in the quorum.
- 14.5 Notice of any meeting of the directors may be given by telephone or otherwise as may be permitted by Regulation 111 of Table A. The contemporaneous linking together by telephone of a number of the Directors being not less than the quorum and the company secretary shall be deemed to constitute a meeting of the Directors wherever in the world they are, so long as:
- 14.5.1 none of the Directors is absent from the meeting except only as to any of them the absence of whom the chairman may have consented before the Meeting;
- 14.5.2 the Directors who are present at the Meeting constitute a quorum;
- 14.5.3 at the commencement of the Meeting each Director acknowledges the presence thereof to all the other Directors taking part;

14.5.4 each of the Directors taking part and the company secretary are able to hear each other of them subject as hereinafter mentioned throughout the Meeting;

14.5.5 the Directors present at the commencement of the Meeting do not leave the Meeting by disconnecting the telephone, but the Meeting shall be deemed to have been conducted validly notwithstanding that the telephone of any Director is accidentally disconnected during the meeting and the proceedings thereof shall be deemed to be as valid as if the telephone had not been disconnected,

and a minute of the proceedings shall be sufficient evidence thereof and of the observance of all necessary formalities if certified by both the chairman and the company secretary.

14.6 Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

## **15. Indemnity**

15.1 Every Director or other officer 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 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 judgment 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 Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

15.2 Regulation 118 in Table A shall not apply to the Company.

## **16. Transfer of Shares**

Any share may be transferred by a Member to his or her spouse or lineal descendant and any share of a deceased Member may be transferred to any such relation as aforesaid of the deceased Member. Save as aforesaid the Directors, in their resolute discretion and without assigning any reason therefore, may decline to register the transfer of any share whether or not it is a fully paid share.