

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

ERI LIMITED (the "Company")

THURSDAY



CIRCULATION DATE: 26 5. 2010

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company hereby propose that the following resolutions be passed (the "**Resolutions**")

SPECIAL RESOLUTIONS

1. **THAT** in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot ordinary shares in the Company up to a nominal amount of £417,777 and 1% preference shares in the Company up to an aggregate nominal amount of £500,000, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 1 December 2010


This authority is in addition for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act

2. **THAT** subject to the passing of the resolution 1 and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act pursuant to the authority conferred by resolution 1, as if section 561(1) of the 2006 Act did not apply to any such allotment
3. **THAT** the Company adopt the new articles of association attached to this resolution and for the purposes of identification marked "A", in substitution for, and to the exclusion of, the existing Articles of Association as amended, varied, re-newed or otherwise prior to the date hereof

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

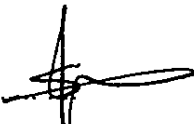
The undersigned, being persons entitled to vote on the Resolutions on the circulation date stated above, hereby irrevocably agree to the Resolutions


Steve Hayes
For and on behalf of
Estrella Group Limited

26.5.2010
Dated


Timothy Owen

26.05.2010
Dated


Richard Jones

26/05/2010
Dated

NOTES

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

- By Hand delivering the signed copy to the company secretary at the registered office of the Company
- Post returning the signed copy by post to the company secretary at the registered office of the Company

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

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

3 Unless, prior to 28 days from the date of the Resolutions, sufficient agreement has been received for the Resolutions to pass, it will lapse If you agree to the Resolutions, please ensure that your agreement reaches the Company before or during this date

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members

5 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

Steph

Company Number: 02202329

**THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION
OF
ERI LIMITED**



A17

03/06/2010
COMPANIES HOUSE

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PRELIMINARY

- 1 Subject as hereinafter provided and except insofar as the same are excluded or modified by these Articles, the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "**Table A**") shall apply to the Company and, together with these Articles, shall constitute the Articles of the Company, to the exclusion of all other regulations and articles

INTERPRETATION

- 2 In these Articles the following words and expressions will have the following meanings

"2006 Act" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force,

"Accounting Period" means an accounting reference period of the Company beginning on 31 May and ending on the following 31 May, or such other date as is notified to the Registrar of Companies from time to time,

"Arrears" means the whole amount of any dividend payable on the Ordinary Shares or the Preference Shares pursuant to Article 4 which is unpaid for any reason on any Due Date,

"Board" means the incumbent board of Directors,

"Connected Person" has the meaning given in section 839 of the Income and Corporation Taxes Act 1988,

"Credited as Paid Up" means amounts paid up or credited as paid up on any share including any premium,

"Due Date" means the due date or dates for payment of any dividend on the Preference Shares or the Ordinary Shares pursuant to Article 4 (as the case may be),

"Liquidation" means the passing of a resolution for the winding-up of the Company,

"Ordinary Share" means an ordinary share of £1 00 in the capital of the Company,

"Preference Dividend" means the cumulative fixed cash dividend payable on the Preference Shares in accordance with Article 4,

"Preference Share" means a 1% preference share of £1 00 in the capital of the Company,

"Preference Shareholder" means a registered holder of any Preference Shares,

"Shareholder" means a holder of Ordinary Shares of Preference Shares or any other class of shares in the capital of the Company,

"Share Sale" means the completion of any transaction or series of transactions whereby any person or Connected Persons purchases or otherwise acquires all of the Ordinary Shares,

Unless otherwise stated in these Articles words and expressions which bear particular meanings in Table A shall bear the same respective meanings in these Articles

SHARE RIGHTS - GENERAL

- 3 The rights and restrictions attaching to the Ordinary and Preference Shares are set out in full in these Articles

SHARE RIGHTS - INCOME

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- 4 1 The profits of the Company which are available for lawful distribution in respect of each Accounting Period will be applied in the following order and priority

Priority	Class of Share	Name of Dividend	Rate
1	Preference Share	Preference Dividend	1% of the amount Credited as Paid Up on Preference Shares
2	Ordinary Shares	Fixed or Interim Dividend	As may be agreed by the Board from time to time

- 4 2 The following will apply in respect of the dividends set out in the table in Article 4 2

4 2 1 the dividends will be paid in cash,

4 2 2 the dividends will accrue on a daily basis based on a 365 day year,

- 4 2 3 any amount of dividend will belong to and be paid to the holders of the relevant class of shares pro rata according to their holdings of such class, and
- 4 2 4 the Preference Dividend will be paid on 31st May in each year in respect of the 12 month period ending on that date, the first such Preference Dividend to be paid on 31st May 2011 and calculated pro rata for the Accounting Period ending on 31st May 2011
- 4 2 5 in the event that the Preference Dividend is not paid on the Due Date in accordance with these articles, it shall continue to accrue and will roll up and shall be payable (in accordance with these articles) in whole or in part on the date the next Preference Dividend is due

RETURN OF CAPITAL - SHARE RIGHTS

- 5 1 On a return of capital of the Company on a Liquidation (other than on a Share Sale or the purchase by the Company of its own shares), the surplus assets and retained profits of the Company available for distribution among the Shareholders will be applied in the following order and priority

Priority	Class of Share	Amount to be paid:
1	Preference Shares	Amounts Credited as Paid Up on all issued Preference Shares, together with an amount equal to all Arrears and accruals of any Preference Dividend
2	Ordinary Shares	Any balance of such surplus assets and retained profits

- 5 2 Any return on a particular class of Shares will be made amongst their holders pro rata as nearly as possible to their respective holdings of Shares of that class
- 5 3 On a Share Sale the proceeds of such Share Sale (including any deferred consideration or proceeds relating thereto) ("**Exit Proceeds**") shall as between the Shareholders be allocated and paid to them as follows
- 5 3 1 first in paying to the holders of the Preference Shares an amount equal to the amount Credited as Paid Up on such shares plus all Arrears and accruals of the Preference Dividend calculated to the date in question, and
- 5 3 2 second, in paying to the holders of the Ordinary Shares the balance of the Exit Proceeds

TRANSFER OF SHARES

- 6 Subject as provided in the next following Article, the directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share Regulation 24 of Table A shall not apply

HOLDING COMPANY

- 7 1 For the purposes of this Article the expression the "**Holding Company**" means the body corporate (if any), being a member of the Company, which is within the meaning of section 1159 of the 2006 Act a holding company of the Company, and a copy of any resolution of the board of Directors (or equivalent body) of the Holding Company certified by any director or the secretary (or equivalent officer) of the Holding Company and deposited at the office or delivered at a meeting of the Directors to the chairman or to the secretary or to any director shall be sufficient evidence of the passing thereof
- 7 2 The Holding Company may by resolution of its board of Directors (or equivalent body) declare that any share of the Company is held by the registered holder thereof as the nominee of the Holding Company (or in the case of a share registered in the name of a deceased or bankrupt holder was so held at the time of his death or bankruptcy) and name some other person as authorised by the Holding Company to sign transfers in the place of the holder or the deceased or bankrupt holder and the Directors shall be entitled and bound to give effect to any instrument of transfer of that share signed by the person so named as transferor in all respects as if the instrument were signed by the registered holder or by his personal representatives or trustee in bankruptcy and notwithstanding that it may not be accompanied by the certificate for that share
- 7 3 The directors may not decline to register any transfer of any share where that transfer is made pursuant to the terms of any security document created by the Company over its assets

TRANSMISSION OF SHARES

- 8 The Directors may at any time give notice requiring any person becoming entitled to a share in consequence of the death or bankruptcy of a member to elect to be registered as holder of 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 satisfied Regulation 31 of Table A shall be modified accordingly

NOTICE OF GENERAL MEETING

- 9 Regulation 38 of Table A shall apply subject to the omission of the words "or a resolution appointing a person as a director" and the deletion of the last paragraph thereof Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all members and to the Directors

PROCEEDINGS AT GENERAL MEETINGS

- 10 Regulation 41 of Table A shall apply subject to the addition of the following sentence -

"If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved"

- 11 Regulation 53 of Table A shall apply subject to the addition of the words "or approved in writing" after the word "executed" in each place that it occurs in the said Regulation

VOTES OF MEMBERS

- 12 Regulation 56 of Table A shall apply subject to the addition, after the word "exercised" in the second sentence of the said Regulation, of the following words

"or to be delivered at any time before the time appointed for the holding of such meeting or adjourned meeting to any director or to the secretary at the place appointed for the holding of such meeting or adjourned meeting"

- 13 Regulation 62 of Table A shall apply subject to the following additions

13 1 the addition, after the word "vote" in paragraph (a) of the said Regulation, of the words "to be delivered at any time before the time appointed for the holding of such meeting or adjourned meeting to any director or to the secretary at the place appointed for the holding of such meeting or adjourned meeting", and

13 2 the addition, after the words "taking of the poll" in paragraph (b) of the said Regulation and after the word "director" in paragraph (c) of the said Regulation, of the words "or be delivered at any time before the time appointed for the taking of the poll to any director or to the secretary at the place appointed for the taking of the poll

- 14 Preference Shareholders will have the right to receive notice of and to attend general meetings of the Company but shall have no right to vote or speak at such general meetings

ALTERNATE DIRECTORS

- 15 At the end of Regulation 66 of Table A there shall be added the following -

"nor shall any meeting of directors be invalid by reason that notice thereof or of any business to be transacted thereat was not given to any alternate director if his appointor attends such meeting"

POWERS OF DIRECTORS

- 16 The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under the Articles) and upon such conditions as they may think fit, and may also authorise any

such agent to delegate all or any of the powers, authorities and discretions vested in or exercisable by him. The Directors may revoke or alter any such appointment but no person dealing in good faith and without notice of any such revocation or alteration shall be affected by it. Regulation 71 of Table A shall not apply.

DELEGATION OF DIRECTORS' POWERS

- 17 Regulation 72 of Table A shall apply subject to the insertion of the words "powers, authorities and discretions" in place of the word "powers" wherever it occurs in the said Regulation and the addition at the end of the third sentence of the said Regulation of the words "but no person dealing in good faith and without notice of any such revocation or alteration shall be affected by it".

APPOINTMENT, DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 18 The holder or holders for the time being of a majority in nominal value of the shares of the Company carrying the right to attend and vote at general meetings of the Company may at any time by notice in writing signed by him or them or, in the case of a corporate holder, by one of its directors on its behalf and deposited at the registered office or delivered at a meeting of the Directors or at a general meeting of the Company to the chairman (unless such notice relates to the chairman) or to the secretary or to any director to whom the notice does not relate appoint any person to be a director either to fill a vacancy or as an additional director and by like notice remove any director from office notwithstanding anything in the Articles or in any agreement between the director and the Company.
- 19 Without prejudice to the powers conferred by the last preceding Article, any person may be appointed a director by the Directors either to fill a vacancy or as an additional director.
- 20 No director shall be required to retire or vacate his office nor shall any person be ineligible for appointment as a director by reason of his having attained any particular age.
- 21 The directors shall not be liable to retirement by rotation. Regulations 73 to 80 (inclusive) of Table A shall not apply and all other references to Table A to retirement by rotation shall be disregarded.
- 22 The office of a director shall be vacated not only upon the happening of any of the events mentioned in Regulation 81 of Table A but also if he is removed from office pursuant to the Articles. Regulation 81 of Table A shall be modified accordingly.

REMUNERATION OF DIRECTORS

- 23 The ordinary remuneration of the Directors shall be such amount as the Directors shall from time to time determine or such other amount as the Company may from time to time by ordinary resolution determine, to be divided among them in such proportion and manner as the Directors may determine or, failing agreement, equally. Subject as aforesaid, a Director holding office for part only of a year shall be entitled to a proportionate part of a full year's remuneration. Regulation 82 of Table A shall not apply.

DIRECTORS' APPOINTMENT AND INTERESTS

- 24 The penultimate sentence of Regulation 84 of Table A shall not apply

PROCEEDINGS OF DIRECTORS

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25 1 Regulation 64 of Table A shall not apply to the Company,

25 2 A sole Director may exercise all the powers of the Directors and Regulation 90 of Table A shall be modified accordingly,

25 3 Regulation 93 of Table A shall apply to the Company subject to the addition of the words "or approved in writing" after the word "signed" in each place that it appears in the said Regulation

- 26 Provided that (so far as applicable) he has complied with the provisions of Regulation 85 of Table A and sections 182-187 of the 2006 Act, a Director shall be entitled to vote on any resolution in respect of any contract or proposed contract (within the meaning of the said sections 182-187) in which he has, directly or indirectly, an interest or duty and shall be counted in the quorum present at a meeting in relation to any such resolution Regulations 94 to 96 (inclusive) of Table A shall be modified accordingly

ASSOCIATE DIRECTORS

- 27 The Directors may at any time and from time to time appoint any person to be an Associate Director having such title including the word "director" as the Directors may decide and may at any time remove any person so appointed A person so appointed shall not be a director of the Company and shall not be a member of the Board Subject as aforesaid, the Directors may define and limit the powers and duties of any Associate Directors and may determine their remuneration which may be in addition to their remuneration as managers or employees of the Company

INDEMNITY

- 28 Subject to and so far as may be permitted by the 2006 Act, but without prejudice to any indemnity to which any person concerned may otherwise be entitled, the Directors, alternate directors, Auditors, Secretary and other officers for the time being of the Company shall be indemnified out of the assets of the Company against any costs, charges, losses, expenses and liabilities incurred by them in the execution and discharge of their duties, including all liability incurred by them as such in defending any proceedings, whether civil or criminal, in which judgment is given in their favour, or in which they are acquitted or in connection with any application under the 2006 Act in which relief is granted to them by the Court Regulation 118 of Table A shall not apply