

Company Number: 2404071

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

NESTRON LIMITED

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions were passed as an ordinary resolution and as a special resolution on 4 July 2008 -


ORDINARY RESOLUTION

- 1 That the authorised share capital of the Company of 5,082,000 divided into 5,000,000 ordinary shares of £1 each and 8,200,000 ordinary 'A' shares of £0.01 each be diminished to 5,000,000 ordinary shares of £1 each by the cancellation of 8,200,000 'A' ordinary shares of £0.01 each.

SPECIAL RESOLUTION

- 2 That, subject to and conditional upon Resolution 1 being agreed, the regulations contained in the document attached to these resolutions marked Exhibit A be adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.

RB SECRETARIAT LIMITED

by 

Director/Secretary

Signed
Company Secretary
for Nestron Limited

Date: 8 July 2008

THURSDAY



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THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
NESTRON LIMITED
(ADOPTED ON 4 JULY 2008)

PRELIMINARY

- 1 The following regulations and (subject to their provisions) the regulations contained in Table A in the Companies (*Tables A to F) Regulations 1985 as amended at the date of adoption of these articles ('Table A') constitute the articles of association of the company
- 2 In regulation 1 of Table A the words "and the articles" shall be deemed to be added after the words "these regulations" in each place where they occur.
- 3 Regulations 40, 73 to 80 (inclusive), 87 and 94 to 98 (inclusive) of Table A shall not apply to the Company
- 4 In these articles references to the "Act" means the Companies Act 1985, but so that any references in these articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force

SHARES

- 5 As at the date of adoption of these articles of association, the share capital of the Company is £5,000,000 divided into 5,000,000 ordinary shares of £1 each

TRANSFER OF SHARES

- 6 The directors may, in their absolute discretion and without giving any reason, refuse to register a transfer of any share (whether or not fully paid) to any person.

GENERAL MEETINGS

- 7 The words "or a resolution appointing a person as a director" shall be deemed to be omitted from regulation 38 of Table A, and notice of meeting need not be given to the directors (in their capacity as directors) and regulation 38 of Table A shall be deemed to be modified accordingly.
- 8 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Two persons or, if the Company has only one member, one person entitled to vote at the meeting, being or each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum

APPOINTMENT AND REMOVAL OF DIRECTORS

- 9 A member or members holding not less than a majority in nominal amount of the ordinary shares of the Company for the time being in issue may appoint a person willing to act to be a director and may remove any director (howsoever appointed) from office, without prejudice to any claim for damages he may have for breach of any contract of service between him and the Company. The appointment or removal shall be made by an instrument signed by or on behalf of the person or persons making it and delivered to the office
- 10 The directors may also appoint a person willing to act to be a director
- 11 A director shall not be required to vacate his office as a director and a person shall not be disqualified from being appointed as a director by reason of his attaining or having attained the age of seventy or any other age.

DIRECTORS' GRATUITIES AND PENSIONS

- 12 The directors may pay, or agree to pay, gratuities, pensions and other retirement, superannuation, death or disability benefits to any director or former director, to any member of his family (including a spouse or former spouse) or to any person who is or was dependent on him, and may contribute to any scheme or fund and pay premiums for the purchase or provision of any such benefits

PROCEEDINGS OF DIRECTORS

- 13 The directors (including alternate directors), or any of them, may participate in or form a meeting of the directors by means of a conference telephone or any communication

equipment which allows all the participants to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be counted in the quorum and be entitled to vote accordingly. The meeting shall be deemed to take place where the group of the highest number of participants is assembled or, if there is no such group, where the chairman of the meeting is then present

- 14 A director may as a director vote and be counted as one of the quorum upon a motion in respect of any transaction or arrangement which he enters into or makes with the Company or in which he is in any way interested

THE SEAL

- 15 Regulation 101 of Table A shall apply only if the Company has a common seal. Whether it does or not, a share certificate may be executed under section 36A(4) of the Companies Act 1985 instead of being sealed.

NOTICES

- 16 Any notice to be given to or by any person pursuant to the articles shall be deemed to be given personally in writing at the time of transmission if it is given by telex, cable or facsimile transmission.

INDEMNITY

- 17 Subject to the provisions of the Act and without prejudice to the provisions of regulation 118 of Table A, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses or liabilities incurred by him in the execution or discharge of his duties or in relation thereto. The Company may purchase and maintain for any such officer or auditor insurance against any liability which by virtue of any rule of law may attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company