

Registered No: 2822565

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

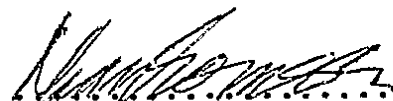
of

ANT LTD

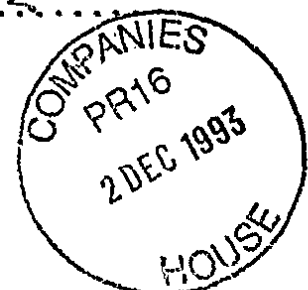
(passed on 30 November 1993)

At an extraordinary general meeting of the Company duly convened and held on the 30th day of November 1993 the following resolution was duly passed as a Special Resolution of the Company:-

"That the Regulations contained in the document produced to the Meeting and for the purpose of identification marked 'A' and signed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association."



N van Someren
Secretary



Alexander "A"

28.1.85

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

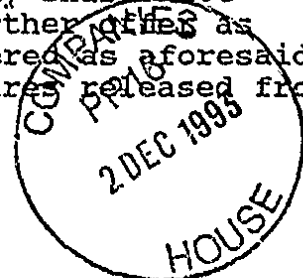
ARTICLES OF ASSOCIATION OF ANT LTD

Preliminary

- 1 (a) The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985/805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985/1052) (such Table being hereinafter called 'Table A') shall apply to the company save insofar 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.
- (b) In these articles the expression '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 modification or re-enactment of that provision for the time being in force.

Allotment of Shares

- 2 (a) 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 s 80 of the Act and para (d) 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.
- (b) All shares which are not comprised in the authorised share capital with which the company is incorporated and which the directors propose to issue shall first be offered to the members in proportion as nearly as may be to the number of the 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 14 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; 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 resolution 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 therefor than the terms on which they were offered to the members. The foregoing provisions of this para (b) shall have effect subject to s 80 of the Act.

- (c) In accordance with s 91(1) of the Actss 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the company.
- (d) The directors are generally and unconditionally authorised for the purposes of s 80 of the Act, to exercise any power of the company to allot and grant rights to subscribe for or convert securities into shares of the company up to the amount of the authorised share capital with which the company is incorporated at any time or times during the period of five years from the date of incorporation 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 within that period. The authority hereby given may at any time (subject to the said s 80) be renewed, revoked or varied by ordinary resolution of the company in general meeting.

Shares

- 3 The lien conferred by cl 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 or two or more joint holders, for all monies presently payable by him or his estate to the company. Clause 8 in Table A shall be modified accordingly.
- 4 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 cl 18 in Table A of the words 'and all expenses that may have been incurred by the company by reason of such non-payment'.

General Meetings and Resolutions

- 5 (a) Every notice convening a general meeting shall comply with the provisions of s 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.

- (b) No business shall be transacted at any general meeting unless a quorum is present. Subject to para (e) below two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
 - (c) If and for so long as the company has only one member, that member present in person or by proxy or if that member is a corporation by a duly authorised representative shall be a quorum.
 - (d) 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 at such other time 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 therefor such adjourned general meeting shall be dissolved.
 - (e) Clauses 40 and 41 in Table A shall not apply to the company.
- 6
- (a) 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 paragraph shall not apply to resolutions passed pursuant to ss 303 and 391 of the Act.
 - (b) Any decision taken by a sole member pursuant to para (a) above shall be recorded in writing and delivered by that member to the company for entry in the company's minute book.

Appointment of Directors

- 7
- (a) Clause 64 in Table A shall not apply to the company.
 - (b) 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 any such determination there shall be no maximum number of directors and the minimum number of directors 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 by Table A and by these articles expressed to be vested in the directors generally, and cl 89 in Table A shall be modified accordingly.

- (c) The directors shall not be required to retire by rotation and cll 73 to 80 (inclusive) in Table A shall not apply to the company.
- (d) No person shall be appointed a director at any general meeting unless either:
 - (i) he is recommended by the directors; or
 - (ii) not less than 14 nor more than 35 clear days before the date appointed for the general meeting, notice signed 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 signed by that person of his willingness to be appointed.
- (e) Subject to para (d) 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.
- (f) 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 determined in accordance with para (b) above as the maximum number of directors and for the time being in force.
- (g) In any case where as the result of the death of a sole member of the company the company has no members and no directors the personal representatives of such 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 para (e) of this article.

Borrowing Powers

- 8 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 the case of any security convertible into shares) to s 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 of any third party.

Alternate Directors

- 9 (a) An alternate director shall not be entitled as such to receive any remuneration from the company, save that he may be paid by the company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the company from time to time direct, and the first sentence of cl 66 in Table A shall be modified accordingly.
- (b) A director, or any such other person as is mentioned in cl 65 in 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.

Gratuities and Pensions

- 10 (a) The directors may exercise the powers of the company conferred by cl 3(v) 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.
- (b) Clause 87 in Table A shall not apply to the company.

Proceedings of Directors

- 11 (a) 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 his vote shall be counted; and in relation to 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.
- (b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the company.

The Seal

- 12 (a) If the company has a seal it shall only be used with the authority of the directors or of 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 second director. The obligation under cl 6 of Table A relating to the sealing of share certificates shall apply only if the company has a seal. Clause 101 of Table A shall not apply to the company.
- (b) The company may exercise the powers conferred by s 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

Indemnity

- 13 (a) Every 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, or in connection with any application under s 144 or s 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 insofar as its provisions are not avoided by s 310 of the Act.
- (b) The directors shall have power to purchase and maintain for any director, officer or auditor of the company insurance against any such liability as is referred to in s 310 (1) of the Act.
- (c) Clause 118 in Table A shall not apply to the company.
- 14 (a) The directors shall, subject to clause 24 in Table A, register the transfer or, as the case may be, transmission of any shares:
- (i) to a member of the family of a member or deceased member;
- (ii) to any person or persons acting in the capacity of trustee or trustees of a trust created by a member (by deed or by will) or, upon any change of trustees of a trust so created, to the new trustee or trustees (so that any such transfer as

aforesaid shall be registered pursuant to this paragraph only if such shares are to be held upon the terms of the trust) provided that there are no persons beneficially interested under the trust other than the member or members of his family and the voting rights conferred by any such shares are not exercisable by or subject to the consent of any person other than the trustee or trustees of the trust or the member or members of his family and also the directors are satisfied that the trust is and is intended to remain a trust the sole purpose of which is to benefit the member or members of his family;

(iii) by the trustee or trustees of a trust to which sub-paragraph (ii) above applies to any person beneficially interested under the trust being the member or a member of his family;

(iv) to the legal personal representatives of a deceased member where under the provisions of his will or the laws as to intestacy the persons beneficially entitled to any such shares, whether immediately or contingently, are members of the family (as hereinafter defined) of the deceased member and by the legal personal representatives of a deceased member to a member or members of the family of the deceased member;

(v) to any other member of the company.

(b) For the purpose of paragraphs (a) and (j) of this article but not any other paragraph:

(i) the word 'member' shall not include a person who holds shares only in the capacity of trustee, legal personal representative or trustee in bankruptcy but shall include a former member in any case where the person concerned ceased to be a member as the result of the creation of the relevant trust; and

(ii) the words 'a member of the family of a member' shall mean the husband, wife, widow, widower, child and remoter issue (including a child by adoption), parent (including adoptive parent), brother and sister (whether of the full or half blood and including a brother or sister related by adoption), and child and remoter issue of any such brother or sister (including a child by adoption), of the member.

(c) Notwithstanding the provisions of this article, the directors may decline to register any transfer or transmission which would otherwise be permitted

hereunder without assigning any reason therefor, if it is a transfer of a share (whether or not it is fully paid) made pursuant to paragraph (i) below or if the transferor is a director of the Company.

Clause 24 in Table A shall, for these purposes, be modified accordingly.

- (d) Save where a transfer is made pursuant to paragraph (a) above any person (hereinafter called 'the proposing transferor') proposing to transfer any shares shall give notice in writing (hereinafter called 'the transfer notice') to the company that he desires transfer the same and specifying the price per share which in his opinion constitutes the fair value thereof. The transfer notice shall constitute the company the agent of the proposing transferor for the sale of all (but not some of) the shares comprised in the transfer notice to any member or members willing to purchase the same (hereinafter called 'the purchasing member') at the price specified therein or at the fair value certified in accordance with paragraph (f) below (whichever shall be the lower). A transfer notice shall not be revocable except with the sanction of the directors.
- (e) The shares comprised in any transfer notice shall be offered to the members (other than the proposing transferor) as nearly as may be in proportion to the number of shares held by them respectively. Such offer shall be made by notice in writing (hereinafter called 'the offer notice') within seven days after the receipt by the company of the transfer notice. The offer notice shall state the price per share specified in the transfer notice and shall limit the time in which the offer may be accepted, not being less than twenty-one days nor more than forty-two days after the date of the offer notice, provided that if a certificate of valuation is requested under paragraph (f) below the offer shall remain open for acceptance for a period of fourteen days after the date on which notice of the fair value certified in accordance with that paragraph shall have been given by the company to the members. For the purpose of this article an offer shall be deemed to be accepted on the day on which the acceptance is received by the company. The offer notice shall further invite each member to state in his reply the number of additional shares (if any) in excess of his proportion which he desires to purchase and if all the members do not accept the offer in respect of their respective proportions in full the shares not so accepted shall be used to satisfy the claims for additional shares as nearly as may be in proportion to the number of shares already held by them respectively, provided that no member shall be obliged

to take more shares than he shall have applied for. If any shares shall not be capable without fractions of being offered to the members in proportion to their existing holdings, the same shall be offered to the members, or some of them, in such proportions or in such manner as may be determined by lots drawn in regard thereto, and the lots shall be drawn in such manner as the directors may think fit.

- (f) Any member may, not later than eight days after the date of the offer notice, serve on the company a notice in writing requesting that the auditor for the time being of the company (or at the discretion of the auditor, a person nominated by the president for the time being of the Institute of Chartered Accountants in the country of the situation of its registered office) certify in writing the sum which in his opinion represents the fair value of the shares comprised in the transfer notice as at the date of the transfer notice and for the purpose of this article reference to the auditor shall include any person so nominated. Upon receipt of such notice the company shall instruct the auditor to certify as aforesaid and the costs of such valuation shall be apportioned among the proposing transferor and the purchasing members or borne by any one or more of them as the auditor in his absolute discretion shall decide. In certifying fair value as aforesaid the auditor shall be considered to be acting as an expert and not as an arbitrator or arbiter and accordingly any provisions of law or statute relating to arbitration shall not apply. Upon receipt of the certificate of the auditor, the company shall by notice in writing inform all members of the fair value of each share and of the price per share (being the lower of the price specified in the transfer notice and the fair value of each share) at which the shares comprised in the transfer notice are offered for sale. For the purpose of this article the fair value of each share comprised in the transfer notice shall be the sum certified as aforesaid divided by the number of shares comprised in the transfer notice. For the purpose of this article the fair value of each share comprised in the transfer notice shall be at its value as a rateable proportion of the total value of all the issued shares of the company and shall not be discounted or enhanced by reference to the number of shares referred to in the transfer notice.
- (g) If purchasing members shall be found for all the shares comprised in the transfer notice within the appropriate period specified in paragraph (e) above, the company shall not later than seven days after the expiry of such appropriate period give notice in writing (hereinafter called 'the sale notice') to the proposing transferor specifying the purchasing members and the

proposing transferor shall be bound upon payment of the price due in respect of all the shares comprised in the transfer notice to transfer the shares to the purchasing members.

- (h) If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any shares the company may receive the purchase money on his behalf, and may authorize some person to execute a transfer of such shares in favour of the purchasing member. The receipt of the company for the purchase money shall be a good discharge to the purchasing member. The company shall pay the purchase money into a separate bank account.
- (i) If the company shall not give a sale notice to the proposing transferor within the time specified in paragraph (g) above, he shall, during the period of thirty days next following the expiry of the time so specified, be at liberty subject to paragraph (c) above to transfer all or any of the shares comprised in the transfer notice to any person or persons.
- (j) In any case where any shares are held by the trustee or trustees of a trust following a transfer or transfers made pursuant to sub-paragraph (ii) of paragraph (a) above and it shall come to the notice of the directors that not all the persons beneficially interested under the trust are members of the family (as hereinbefore defined) of the member by whom the trust was created, the directors may at any time within twenty-eight days thereafter resolve that such trustee or trustees do transfer such shares and such trustee or trustees shall thereupon be deemed to have served a transfer notice comprising such shares pursuant to paragraph (d) above and to have specified therein the fair value to be certified in accordance with paragraph (f) above and the provisions of this article shall take effect accordingly. Notice of such resolution shall forthwith be given to such trustee or trustees.
- (k) In the application of clauses 29 to 31 (inclusive) in Table A to the company:
 - (i) save where the proposed transfer or transmission is within paragraph (a) above ('a permitted transfer') any person becoming entitled to a share in consequence of the death or bankruptcy of a member shall give a transfer notice before he elects in respect of any share to be registered himself or to execute a transfer;
 - (ii) if a person so becoming entitled shall not have executed a permitted transfer or given a transfer notice in respect of any share within six months

of the death or bankruptcy, the directors may at any time thereafter upon resolution passed by them give notice requiring such person within thirty days to execute permitted transfers or give a transfer notice in respect of all the shares to which he has so become entitled and for which he has not previously done so and if he does not do so he shall at the end of such thirty days be deemed to have given a transfer notice pursuant to paragraph (d) of this article relating to those shares in respect of which he has still not executed permitted transfers or given a transfer notice;

(iii) where a transfer notice is given or deemed to be given under this paragraph (k) and no price per share is specified therein the transfer notice shall be deemed to specify the sum which shall, on the application of the directors, be certified in writing by the auditors in accordance with paragraph (f) of this article as the fair value thereof.

- (l) Whenever any member of the company who is a director ceases to be a director of the company for any reason (including death) the directors may at any time not later than six months after his ceasing to be a director resolve that such member do retire, and thereupon he shall (unless he has already served a transfer notice) be deemed to have served a transfer notice pursuant to paragraph (d) of this article in respect of all or such lesser number of the shares held by him at the time of such resolution as the directors may by resolution determine and to have specified therein the fair value to be certified in accordance with paragraph (f) of this article. Notice of the passing of any such resolution shall forthwith be given to the member affected thereby (or to his executors or administrators, as appropriate).
- (m) If a proposing transferor, having become bound to transfer shares pursuant to this Article, makes default in transferring the same the directors may authorise some person (who shall be deemed to be the attorney of the proposing transferor for the purpose) to execute the necessary instrument of transfer of such shares and may deliver it on his behalf and the Company may receive the purchase money and shall thereupon (subject to such instrument being duly stamped) cause the transferee to be registered as the holder of such shares and shall hold such purchase money on behalf of the proposing transferor. The Company shall not be bound to earn or pay interest on any money so held. The receipt of the Company for such purchase money shall be a good discharge to the transferee who shall

not be bound to see to the application thereof, and after the name of the transferee has been entered in the register of members in purported exercise of the aforesaid power the validity of the proceedings shall not to be questioned by any person.

Names, Addresses and Descriptions of the Subscribers.

Chettleburgh's Limited
by Robert Stephen Kelford
a duly authorised Officer
Temple House
20 Holywell Row
London EC2A 4JB

Company Registration Agents

Chettleburgh International Limited
by Robert Stephen Kelford
a duly authorised Officer
Temple House
20 Holywell Row
London EC2A 4JB

Anglo-Japanese Consultants

Dated the 4th day of May 1993

Witness to the above signatures:-

Roland John Chettleburgh
17 Downhall Close
Rayleigh
Essex SS6 9LU

Company Registration Agent