

COMPANY NUMBER: 3083661

THE COMPANIES ACTS 1985 to 1989

---

COMPANY LIMITED BY SHARES

---

RESOLUTIONS

of

CARLINGTON CONSULTING LIMITED

Passed on 6 October 1995

At an Extraordinary General Meeting of the above-named Company duly convened and held on the above date the following resolutions were passed:

ORDINARY RESOLUTIONS

1. That the 100 Ordinary Shares of £1 in the capital of the Company be sub-divided into 1000 Ordinary shares of 10p each.
2. That the authorised share capital of the Company be increased to £300,060 by the creation of a further 2,999,000 Ordinary Shares of 10p each and 6,000,000 Deferred Shares of 0.001p each in the capital of the Company.
3. That the Directors of the Company be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 (as amended) to exercise during the period ending on the fifth anniversary of the date of the passing of this resolution (and thereafter in pursuance of any offer or agreement made by the Company prior to the expiry of that period) all the powers of the Company to allot relevant securities (as defined in that Section) up to an aggregate nominal amount of £300,057 and all previous authorities conferred on the Directors of the Company to allot relevant securities pursuant to that Section be and they are hereby revoked (to the extent not already utilised).

SPECIAL RESOLUTIONS

4. That subject to the passing of Resolutions 1-3 above the Directors of the Company be and they are hereby empowered from the date of passing of this Resolution to allot equity securities (within the meaning of Section 94 of the Companies Act 1985) pursuant to the authority conferred on them under Section 80 of that Act (and to allot equity securities in pursuance of any offer or agreement of the kind referred to in Section 95(4) of that Act) as if Section 89(1) of that Act did not apply to any such allotment.



0356022.01

5. That the Articles of Association of the Company be altered by the substitution for the existing Articles of Association of the regulations in the form produced to the Meeting and initialled for the purposes of identification by the Chairman.

  
.....  
CHAIRMAN

THE COMPANIES ACTS 1985 TO 1989

---

PRIVATE COMPANY LIMITED BY SHARES

---

MEMORANDUM OF ASSOCIATION

of

CARLINGTON CONSULTING LIMITED

---

1. The name of the Company is CARLINGTON CONSULTING LIMITED
2. The registered office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are:
  1. to carry on the business of a General Commercial Company.
  2. to design, manufacture and deal in any materials, articles or components, and to provide any services which may be required for the purposes of a business of the above description, or which may be conveniently or advantageously made or supplied in connection with it.
  3. to promote, and to acquire all or any of the share or loan capital of, any company wherever incorporated and engaging or proposing to engage in any activity an interest in which appears likely to be advantageous to the Company, to provide administrative, financial and other services and facilities for any company in which the Company is interested, or for any other persons, and to sell or dispose of the undertaking or any property or assets of the Company for such consideration as may be thought fit, including the share or loan capital or other obligation as may be thought fit, including the share or loan capital or of any body corporate.
  4. to do all or any of the above things either alone or as a member of a partnership, trading group or consortium, and in any part of the world.
  5. to do all things as may appear incidental or conducive to the pursuit or attainment of any of the above objects, or to the exercise of any power (whether express or implied) possessed by the Company.
4. The liability of the Members is limited.
5. The share capital of the Company is £100 divided into 100 shares of £1 each.\*

---

\* The 100 Ordinary Shares of £1 in the capital of the Company were sub-divided into 1000 shares of 10p each and the authorised share capital of the Company was increased to £300,060 by the creation of a further 2,999,000 Ordinary Shares of 10p each and 6,000,000 Deferred Shares of 0.001p each by ordinary resolution passed on 6 October 1995.

We the subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum; and we agree to take the number of shares specified opposite our respective names.

Names and Address of Subscribers

Number of Shares taken by  
each Subscriber

Richard O'Driscoll  
(Authorised Signatory)  
Blackfriar Directors Limited  
44 Upper Belgrave Road  
Clifton  
Bristol BS8 2XN

1

Richard O'Driscoll  
(Authorised Signatory)  
Blackfriar Secretaries Limited  
44 Upper Belgrave Road  
Clifton  
Bristol BS8 2XN

1

Total Shares taken

2

Dated 17th July 1995

Witness to the above signatures

John Davis  
11 Howard Road  
Bristol BS3

THE COMPANIES ACTS 1985 TO 1989

22/1

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

CARLINGTON CONSULTING LIMITED

(As adopted by Special Resolution passed on 6 October 1995)

PRELIMINARY

- 1.1 The regulations constituting Table A in the Schedule to the Companies Acts (Table A to F) Regulations 1985 (Table A) shall apply to the Company except in so far as they are excluded or varied by these Articles.
- 1.2 Expressions defined in Regulation 1 of Table A shall where the context admits bear in these Articles the meanings so defined.

SHARE CAPITAL

- 2.1 The authorised share capital of the Company at the date adoption of this Article is £300,060 divided into 3,000,000 Ordinary Shares of 10p each and 6,000,000 Deferred Shares of 0.001p each (the "**Deferred Shares**").
- 2.2 The rights attaching to the Deferred Shares are as follows:-
  - (a) the right on a repayment of assets whether on a winding up or reduction of capital or otherwise to repayment of the capital paid up or credited as paid on such shares but only after the holders of the Ordinary Shares shall have received the nominal amount paid up on their shares plus a further £100,000,000 in aggregate;
  - (b) Save as aforesaid the Deferred Shares shall not carry the right to any dividend or distribution and the Deferred Shares shall not entitle the holders thereof to receive notice of or to attend or vote at any General Meeting of the Company. At any separate General Meeting of the holders of the Deferred Shares on a show of hands any such holder present in person shall have one vote and on a poll every such holder who is present in person or by proxy shall have one vote for each Deferred Share of which he is the holder.

- 2.3 In Regulation 2 of Table A there shall be substituted for the words following "issued with" the words "or have attached to it such rights or restrictions as the Company may by special resolution determine".

#### LIEN AND FORFEITURE

- 3.1 The Lien conferred by Regulation 8 of Table A shall attach to fully paid as well as partly paid shares and to all shares registered in the name (whether as sole or joint holder) of any person indebted or under liability to the Company. The registration of a transfer of a share shall operate as a waiver of any lien of the Company in that share.
- 3.2 In Regulation 8 of Table A there shall be substituted for the words "any amount payable in respect of it" the words "all distributions and other moneys or property attributable to it", and the same words shall be substituted in Regulation 19 for the words "all dividends or other moneys payable in respect of the forfeited shares".

#### TRANSFER OF SHARES

4. Regulation 24 of Table A shall not apply.

#### ALTERATION OF SHARE CAPITAL

- 5.1 In Regulation 32 of Table A there shall be inserted after the words "the resolution may" in paragraph (c) the parenthesis "(if it is a special resolution)".
- 5.2 In Regulation 33 of Table A the parenthesis "(including, subject to the provisions of the Act, the Company)" shall be omitted.

#### VOTES OF MEMBERS

- 6.1 In Regulation 54 of Table A there shall be inserted after the second occurrence of the words "every member" the words "present in person or by proxy".
- 6.2 In Regulation 61 of Table A there shall be substituted for the words following "the instrument appointing a proxy shall be in" the words "any form which enables the members to direct how their votes are to be exercised on each of the resolutions comprised in the business of the meeting for which it is to be used".

#### NUMBER OF DIRECTORS

7. The number of Directors shall not be less than one.

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

8. Regulations 73 to 83 of Table A shall not apply to the Company.

#### PROCEEDINGS OF DIRECTORS

9. Regulation 94 shall not apply to the Company.

#### DISQUALIFIED DIRECTORS

10. In Regulation 81 of Table A there shall be inserted in paragraph (d) after the words "to the Company" the words "left at the office".

#### DIVIDENDS

11. In Regulation 104 of Table A there shall be inserted after the words "as from a particular date" the words "or a particular event".

#### NOTICES

12. In Regulation 115 of Table A the words "unless the contrary is proved" shall be omitted".

Name and Address of Subscribers

Richard O'Driscoll  
(Authorised Signatory)  
Blackfriar Directors Limited  
44 Upper Belgrave Road  
Clifton  
Bristol BS8 2XN

Richard O'Driscoll  
(Authorised Signatory)  
Blackfriar Secretaries Limited  
44 Upper Belgrave Road  
Clifton  
Bristol BS8 2XN

Dated 17th July 1995

Witness to the above signature

John Davis  
11 Howard Road  
Bristol BS3