

VESSA LIMITED

Company No:
3271539

The Companies Acts 1985 and 1989

The following Resolution numbered 1 was duly passed as an Ordinary Resolution and that numbered 2 as a Special Resolution by a Written Resolution of the Company dated 4 December 2000, pursuant to section 381A of the Companies Act 1985 as amended by the Companies Act 1989.

Ordinary Resolution

1. *"That the share capital of the Company be reorganised by redesignating the 4,000 A Ordinary Shares of £1.00 each registered in the names of Carole Ann Lound, Connor O'Neill, Jean Parker and Janice Sylvia Bell as Ordinary Shares of £1.00 each having the rights set out in the new articles of association referred to in paragraph 2 below."*

Special Resolution

2. *"That the regulations annexed to this resolution be hereby adopted as the new articles of association of the Company in substitution for all existing regulations."*

Dated: 4/12/00

S. Lound
Secretary

Print of written resolution



THE COMPANIES ACT 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

OF

VESSA LIMITED

**(adopted by Special Resolution passed on
2000)**

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 (Table A to F) (Amendment) Regulations 1985 (hereinafter referred to a "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 Unless the context otherwise requires, words and expressions which bear particular meanings in Table A shall bear the same respective meanings in these Articles.

SHARE CAPITAL

- 3 The share capital of the Company is £100,000 dividend into 100,000 ordinary shares of £1 each.

- 4.1 The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to exercise all the powers to the Company to allot any shares of the Company, and to grant rights to subscribe for or convert any security into shares of the Company, up to an aggregate nominal value of £100,000. Unless renewed, this authority shall expire of the fifth anniversary of the date of the adoption of these Articles, provided that the Company may make any offer or agreement during the continuance of this authority (as originally granted or from time to time renewed) which would or might require shares to be allotted, and/or rights to subscribe for or convert any security into shares to be granted, after its expiry.
- 4.2 Section 89(1) of the Act shall apply to the allotment by the Company of any equity security; and the Company shall not allot any shares which are not equity securities or grant any rights to subscribe for or convert securities into such shares unless it has made an offer of those shares or rights as if they were equity securities requiring an offer under Section 89(1), provided that the Directors may be given power by special resolution to allot such shares or grant such rights either as if this Article did not apply to the allotment or grant or as if this Article applied to the allotment or grant with such modifications as the Directors may determine or as may be specified in the resolution.

SHARE CERTIFICATES

- 5 Regulation 6 of Table A shall apply subject to the addition of the words “or otherwise executed by or on behalf of the Company” after the words “sealed with the seal” in the second sentence thereof.

TRANSFER OF SHARES

- 6 No member shall dispose of any interest in, or right attaching to, or renounce or assign any right to receive or subscribe for any share (save as may be required in pursuance of his obligation under these Articles) or create or permit to exist any charge, lien, encumbrance or trust over any share or agree (whether subject to any condition precedent, condition subsequent or otherwise) to do any of such things save with the prior written consent of all the other members.

TRANSMISSION OF SHARES

- 7 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

requirement of the notice have been satisfied. Regulation 31 of Table A shall be modified accordingly.

NOTICE OF GENERAL MEETING

- 8 Regulation 38 of Table A shall apply subject to the omission of the words “or a resolution appointing a person as a director”, the addition of the words “in the case of special business” before the words “the general nature” in the penultimate paragraph thereof 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.

PROCEEDINGS AT GENERAL MEETINGS

- 9 All business shall be deemed special that is transacted at an extraordinary general meeting, and all business that is transacted at an annual general meeting shall also be deemed special with the exception of:
- 9.1 the consideration of the reports of the Directors and Auditors, the accounts and balance sheet, and any other documents required to accompany or to be annexed thereto;
 - 9.2 sanctioning and declaring dividends;
 - 9.3 the election of Directors to fill vacancies caused by Directors retiring by rotation or otherwise;
 - 9.4 the appointment of Auditors where special notice of such appointment is not required by the Act and the fixing of remuneration;
 - 9.5 the giving, variation or renewal of any authority to the Board for the purpose of Section 80 of the Act.
- 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 In the case of an equality of votes the Chairman shall not be entitled to a casting vote. Accordingly, Regulation 50 of Table A shall not apply.
- 12 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.

NUMBER OF DIRECTORS

- 13 Unless otherwise determined by ordinary resolution the minimum number of directors shall be one and a sole director shall have and exercise all the powers, duties and discretions conferred on or vested in the directors by these Articles and such a sole director shall constitute a quorum. Regulations 64 and 89 of Table A shall be modified accordingly.

ALTERNATE DIRECTORS

- 14 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 directors if his appointor attends such meeting”.

POWERS OF DIRECTORS

- 15 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 discretion 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

- 16 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 AND RETIREMENT OF DIRECTORS

- 17 The Directors shall not be required to retire by rotation. Regulations 73 to 75 (inclusive) of Table A shall not apply and all other references in Table A to retirement by rotation shall be disregarded.
- 18 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 fixed by or in accordance with the Articles as the maximum number of directors. A Director so appointed shall not be required to retire at the next annual general meeting and Regulation 79 of Table A shall not apply.

REMUNERATION OF DIRECTORS

- 19 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 amount 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' APPOINTMENTS AND INTERESTS

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

PROCEEDINGS OF DIRECTORS

- 21 The second sentence of Regulation 88 of Table A shall apply to the Company subject to the addition of the words "giving seven days written notice of such meetings." after the final word of the said sentence.
- 22 The third sentence of Regulation 88 of Table A shall apply to the Company subject to the addition of the words "or Ireland" after the words "United Kingdom".
- 23 In the case of an equality of votes the Chairman shall not be entitled to a casting vote. Accordingly, the penultimate sentence of Regulation 88 of Table A shall not apply.
- 24 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.
- 25 Provided that (so far as applicable) he has complied with the provisions of section 317 of the 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 section 317) 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.
- 26 Any director or other person may participate in a meeting of directors or of a committee of directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any persons participating in the meeting in this manner shall be deemed to be present in person at that meeting. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting is.

- 27 Meetings of directors shall take place in the United Kingdom.

ASSOCIATE DIRECTORS

- 28 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 associates Directors and may determine their remuneration which may be in addition to their remuneration as managers or employees of the Company.

INDEMNITY

- 29 Subject to and so far as may be permitted by the 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 Act in which relief is granted to them by the Court. Regulation 118 of Table A shall not apply.