

Company No. 3591774

THE COMPANIES ACTS 1985 - 1989

WRITTEN RESOLUTIONS OF THE MEMBERS OF

BFCA LIMITED

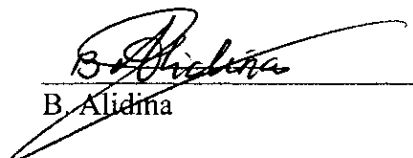
passed the 22nd June 2009.

I, the undersigned, being the sole member for the time being of the above-named company entitled to receive notice of and to attend and vote at General Meetings hereby pass the following resolution and confirm that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held.

SPECIAL RESOLUTION

AMENDMENT OF ARTICLES OF ASSOCIATION THAT the Articles of Association of the company be replaced in their entirety by the new Articles of Association, a copy of which are attached to this resolution.

Signed (Sole Member):


B. Alidina

090513 ShCapRes – with Special Resolution



The Companies Acts 1985 - 1989

Company Limited by Shares

ARTICLES OF ASSOCIATION

- of -

BFCA Limited

Formerly BLEVINS FRANKS LIMITED

(Adopted by Special Resolution passed on 22 JUNE 2009)

1. PRELIMINARY

- 1.1 The Regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 ("Table A") shall apply to the company save insofar as they are varied or excluded by or are inconsistent with these Articles of Association.
- 1.2 Any reference in these Articles of Association to a Regulation shall be construed as a reference to the Regulation of that number contained in Table A and any reference to the "Act" shall be a reference to the Companies Act 1985 as amended.
- 1.3 Where the context so requires words importing the singular number shall include the plural and vice versa and words importing the masculine shall include the feminine.
- 1.4 Any reference in these Articles of Association to any enactment shall be construed as a reference thereto as consolidated amended modified or re-enacted from time to time.

2. SHARE CAPITAL

- 2.1 The authorised share capital of the Company is £100,000 divided into 10,000 Ordinary Shares of £1 each, 40,000 A Ordinary shares of £1 each, 40,000 B Ordinary shares of £1 each and 10,000 Deferred Ordinary Shares of £1 each, ranking pari passu except that the holders of the Deferred ordinary shares will not be entitled to vote.
- 2.2 Ordinary Shares and Deferred ordinary Shares together shall be referred to as "shares" in these Articles of Association.
- 2.3 A dividend may be declared only for a designated class or classes of ordinary shares on any particular occasion.

3. VARIATION OF RIGHTS

- 3.1 Whenever the capital of the Company is divided into different classes of shares the rights attached to any class of shares may not be varied or abrogated, other than pursuant to these Articles of Association, either whilst the Company is a going concern or during or in contemplation of a winding up without the consent in writing of:
- 3.1.1 the holders of at least 75% of the entire issued share capital of the Company carrying a right to vote; and
- 3.1.2 the holders of at least 75% of the issued shares of that class; or
- 3.1.3 with the sanction of an Extraordinary Resolution passed at a separate meeting of the holders of that class. To every such separate meeting all the provisions of these Articles of Association relating to general meetings of the Company or to the proceedings thereat shall *mutatis mutandis* apply except that the necessary quorum shall be any one person holding or representing by proxy at least one third in nominal amount of the issued shares of that class or if all the shares of any class are registered in the name of a single shareholder or its nominee then the quorum shall be one person being the duly authorised representative of such shareholder at any such meeting or adjourned meeting and the holders of shares of that class shall on a poll have one vote in respect of every share of that class held by them respectively.

4. ALLOTMENT OF SHARES

- 4.1 Subject to the provisions of section 80 of the Act the directors are authorised to exercise the power of the Company to allot from time to time all or any of the shares of the Company which have not for the time being been allotted at such time or times and on such conditions as they shall in their absolute discretion think fit provided that:
- 4.1.1 this authority shall expire the day before five years from the date of adoption of these Articles of Association;
- 4.1.2 the aggregate number of shares which the directors may allot pursuant to this authority shall not exceed the number of unissued shares in the authorised share capital of the Company at the date of adoption of these Articles of Association;
- 4.1.3 unless agreed otherwise in writing by the holders of 75% of the Ordinary Shares, the provisions of section 89(1) 90(1) to (5) and 90(6) of the Act shall apply to the Company.
- 4.2 Subject to the provisions of these Articles of Association and any written agreement of the members, all unissued shares shall be at the disposal of the directors and they may allot grant options over or otherwise deal with or dispose of the same to such persons and generally upon such terms as they think fit but so that no shares shall be issued at a discount.

5. REDEMPTION OR PURCHASE OF SHARES

5.1 Subject to the provisions of Chapter VII of the Act the Company may:

- 5.1.1 issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder;
- 5.1.2 purchase its own shares (including any redeemable shares); and
- 5.1.3 make a payment in respect of the redemption or purchase under sections 159 and 160 or (as the case may be) section 162 of the Act and the relevant power contained in Article 5.1.1 or 5.1.2 of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares to the extent permitted by sections 170 to 172 of the Act.

6. LIEN

- 6.1 Without prejudice to the lien conferred by Regulation 8 the Company shall have a first and paramount lien on all shares for all monies presently payable by a member or his estate to the Company. The lien conferred above and by Regulation 8 shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of two or more joint holders.

7. CALLS

- 7.1 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 Regulation 18 of the words "and all expenses that may have been incurred by the company by reason of such non-payment. "

8. TRANSFERS OF SHARES

- 8.1 Subject to any written agreement between the members no share shall be transferred without the written agreement of all of the holders for the time being of Ordinary Shares.
- 8.2 Subject to Article 8.1, the instrument of transfer of a share shall be signed by or on behalf of the transferor (and in the case of a transfer of a partly paid share also by the transferee) and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof. Regulation 23 shall be deemed to be modified accordingly.
- 8.3 The directors may, in their absolute discretion, decline to register any share transfer, and specifically must approve any transfer which results in a shareholder having an interest in more than 3% of the issued share capital.
- 8.4 Regulations 24, 26, 29, 30 and 31 shall not apply.

- 8.5 No interest in any share or shares shall be disposed of or created by any means without a transfer of an equivalent number of shares being presented for registration save in circumstances where a transfer of the share or shares concerned would be permitted under the provisions of these Articles of Association.

9. DRAGALONG AND TAGALONG RIGHTS

- 9.1 Notwithstanding any other provision of these Articles, no sale or transfer of the legal or beneficial interest in any shares may be made or validly registered if, as a result of such sale or transfer or the registration thereof a Controlling Interest (as defined below) would be obtained in the Company by a person who was not a member as at the date of adoption of these Articles unless (i) such sale is at arm's length and (ii) the proposed transferee or his nominee (the "Offeror") makes an offer ("the Offer") to purchase all the issued shares at a price approved by the holders of at least 75 per cent of the shares which shall not be less than the average price at which the Controlling Interest has been agreed (subject to these Articles) to be acquired. The Offer shall be on the following terms:
- 9.1.1 save as provided in Article 9.1.2 below, the Offer must be conditional only upon the Offeror having received acceptances in respect of the shares which, together with the shares held by the Offeror (if any), will result in the Offeror holding more than 50% by nominal value of the issued shares;
- 9.1.2 the Offer may, if appropriate, be conditional upon notification being received from the Office of Fair Trading that the Secretary of State for Trade and Industry does not intend to refer the proposed acquisition by the Offeror to the Competition Commission but otherwise shall be unconditional;
- 9.1.3 the Offer must be open for acceptances for a period of not less than 21 days and not more than 60 days.
- 9.2 Notwithstanding any other provisions of these Articles if the Offer becomes unconditional in all respects, shares may be transferred to the Offeror **PROVIDED THAT** the Offeror completes at the same time the purchase of all the shares in respect of which the Offer is accepted.
- 9.3 If the Offeror receives (within the period during which the Offer remains open) acceptances of Offers which will (ignoring the pre-emption rights, if any, held by other members) result in the Offeror owning more than 50% of the issued shares then such Offeror shall extend such Offer on the terms set out in Article 9.4.
- 9.4 The terms of the extension are that the Offeror shall give written notice to those members who have not accepted the Offer applicable to them requiring them so to do. Upon the giving of such notice each non-accepting member shall:
- 9.4.1 be deemed to have accepted the same in respect of all shares held by him in accordance with the terms of the Offer applicable to him and to have irrevocably waived any pre-emption rights he may have in relation to the transfer of any of such shares; and

- 9.4.2 become obliged to deliver up to the Offeror an executed transfer of such shares and the certificates(s) in respect of the same together with an executed waiver of all such pre-emption rights (if appropriate).
- 9.5 If any such non-accepting member as is referred to in Article 9.4 shall not, within 14 days of becoming required to do so, execute transfers in respect of the shares held by such member and pre-emption waivers as appropriate, then the Directors shall be deemed appointed as such member's attorney for the purpose of executing the necessary transfer(s) on his behalf and, against receipt by the Company (on trust for such member) of the purchase moneys payable for the relevant shares, deliver such transfer(s) and pre-emption waivers to the Offeror and register the Offeror as the holder of such member's shares, and after the Offeror has been registered as the holder of such shares the validity of such proceedings shall not be questioned by any person.
- 9.6 For the purposes of this Article, "Controlling Interest" means an interest (as defined by the Act) in shares conferring in the aggregate of 50 per cent or more of the total voting rights conferred by all the issues shares.

10. DISCLOSURE OF INTEREST IN SHARES

- 10.1 a) A member shall make notification to the Company of any change he knows in any interest he knows to be held by any person in shares which that member holds and which would be notifiable if sections 198 to 203, 208 to 210(2) and 212(1) to 212(5) of the Companies Act 1985 (in this Article, "the Act") applied in relation to the Company (but, subject to the qualifications mentioned in paragraph (b) of this Article and with the omission of any references to sections 204-206 and 732-733) and if any relevant regulations made under section 210A thereof so applied.
- b) the qualifications referred to in paragraph (a) of this Article are:
- i) the aforementioned section of the Act shall have effect as if for the words 'relevant share capital' there were substituted 'share capital' and as if sections 198(2), 199(2) and (2A) and 209 were omitted; and
 - ii) sections 200 and 202 of the Act shall have effect as if for the words 'has material interests' and 'had material interests' there were substituted the words 'is interested' and 'was interested' respectively.
- 10.2 The Company may by notice in writing require a member (and request any other person appearing to be interested in shares held by a member) to supply information to the Company as if section 212(1) to 212(5) of the Act applied in relation to the Company (but with the omission of any references to sections 204 and 205).

10.3 Where:

a) notice is served by the Company under Article 10.2 on a member or any other person appearing to be interested in shares held by a member and that member (or other person) fails to give the Company any information required (or requested) by the notice within the time specified in it; and/or

b) an order is made against the Company under Regulation 2.06b or 8.07a of the Audit Regulations of the Institute of Chartered Accountants in England and Wales and the Company is notified by the said Institute that the grounds upon which such order is made consisted of or included any matters relating to any person who holds shares in the Company or who has an interest in shares, the Directors may, by resolution, direct that the holder of the shares in question shall not be entitled in respect of any shares held by him to vote either personally or by proxy at a General Meeting of the Company or a meeting of the holders of any class of shares of the Company or to exercise any other right conferred by membership in relation to General Meetings of the Company or meetings of the holders of any class of shares of the Company.

10.4 The Directors may, by resolution, revoke a direction:

a) made under Article 10.3(a) if they are satisfied that the relevant facts about the shares in question have been disclosed to the Company;

b) made under Article 10.3(a) if the order therein referred to has been revoked or has otherwise ceased to have effect;

c) made under Article 10.3(a) or (b) if they are satisfied that the shares in question are to be transferred for valuable consideration and if the Directors approve the transfer

10.5 References in this Article to the Act include any statutory modification or re-enactment thereof and reference in this Article to the Audit Regulations of the Institute of Chartered Accountants in England and Wales include the same as from time to time amended.

11. NOTICES OF MEETINGS

11.1 Every notice calling a general meeting shall comply with the provisions of section 372 of the Act giving information to members in regard to their right to appoint proxies.

11.2 In Regulation 32 the words "ordinary resolution" shall be deemed to be replaced by the words "special resolution".

11.3 All business at any general meeting of the Company shall be deemed to be special business and shall be notified in the notice convening the meeting.

12. PROCEEDINGS AT GENERAL MEETINGS

- 12.1 No business shall be transacted at any general meeting (whether or not it shall be adjourned) unless a quorum of members is present at the time the meeting proceeds to business. The quorum shall be 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.
- 12.2 A poll may be demanded by any member present in person or by proxy and Regulation 46 shall be deemed to be modified accordingly.
- 12.3 Regulation 50 shall be deemed to be deleted.
- 12.4 Any such resolution as is referred to in Regulation 53 may consist of several documents in the like form each signed or approved in writing or by facsimile transmission by one or more of the members (or their duly authorised representatives or attorneys in that Regulation referred to).

13. VOTES OF MEMBERS

- 13.1 Subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative shall have one vote and on a poll every member shall have one vote for every share of which he is the holder.

14. NUMBER OF DIRECTORS

- 14.1 Unless and until otherwise determined by a special resolution the number of the directors shall be not less than one but shall not be subject to a maximum. Regulation 64 shall not apply.
- 14.2 If at any time and from time to time there shall be only one director of the Company, such director may act alone in exercising all the powers and authorities vested in the directors.

15. ALTERNATE DIRECTORS

- 15.1 Any director (other than an alternate director) may (subject to his first obtaining the consent of his appointor, where he has been appointed under Article 18) appoint another director or any other person to be an alternate director and may remove from office an alternate director so appointed by him. Regulation 65 shall not apply.

16. POWERS OF DIRECTORS

- 16.1 The directors may exercise all the powers of the company to borrow and raise money and to mortgage and charge its undertaking property and uncalled capital or any part thereof and subject to section 80 of the Act 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.

17. DELEGATION OF DIRECTORS' POWERS

- 17.1 The directors shall have power to appoint a committee for such period and for such purposes and on such terms as they decide. Subject thereto a committee may meet and adjourn as it thinks fit. Regulation 72 shall be modified accordingly.

18. APPOINTMENT AND REMOVAL OF DIRECTORS

- 18.1 A director need not hold any shares to qualify as a director, but the regulations of the Institute of Chartered Accountants in England and Wales must be satisfied by the director to enable the company to be described as practicing as Chartered Accountants.
- 18.2 A director notwithstanding that he does not hold any shares in the capital of the Company shall be entitled to receive notice of and attend and speak at all general meetings of the company and at all separate general meetings of the holders of any class in the capital of the company.
- 18.3 Regulations 73 to 80 and 81(e) shall not apply.

19. REMUNERATION OF DIRECTORS

- 19.1 Regulation 82 shall not apply.

20. PROCEEDINGS OF DIRECTORS

- 20.1 At any meeting of the directors or of a committee of the directors each director present and, in the absence of their respective appointor, their alternates shall have one vote.
- 20.2 In the event that the current Chairman is not present, a temporary chairman for the meeting of the directors or of a committee of the directors shall be elected by all the directors (and/or their alternates) present at the meeting. In the event of an equality of votes, the Chairman, or the temporary chairman in relation to the current meeting only, shall have a second or casting vote.

- 20.3 Regulation 91 shall not apply.
- 20.4 A resolution in writing signed by all the directors (and/or their respective alternates) shall be as valid and effectual as if it had been passed at a meeting of the directors or (if applicable) a committee of the directors duly convened and held provided that the directors so signing would if such meeting had been held have formed a quorum in accordance with these Articles of Association. Any such resolution may consist of several documents in the like form each signed or approved in writing by facsimile transmission by one or more of the directors (and/or their alternates). Regulation 93 shall not apply.
- 20.5 Unless agreed otherwise by the directors, a director who pursuant to Regulation 85 has declared at a meeting of the directors the nature and extent of his interest in a contract proposed contract transaction or arrangement with the Company shall be entitled to vote in respect of that contract proposed contract transaction or arrangement or upon any matter arising therefrom and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the directors or of the committee of directors at which the vote is taken. Regulations 94 and 95 shall not apply.
- 20.6 A meeting of the directors or of a committee of the directors may consist of a conference between directors who are not all in one place, but of whom each is able (directly or by telephonic or electronic communication) to speak to each of the others, and to be heard by each of the others simultaneously; and the word "meeting" in these Articles of Association shall be construed accordingly.

21. NOTICES

- 21.1 The words "but otherwise no such member shall be entitled to receive any notice from the company" shall be deleted from the last sentence of Regulation 112.

22. WINDING UP

- 22.1 In Regulation 117 the words "provided that if any such division is proposed to be made otherwise than in accordance with the existing rights of the members every member shall have the same right of dissent and other ancillary rights as if such resolution were a special resolution passed pursuant to section 582 of the Act" shall be deemed to be inserted at the end of the first sentence.