

Company No. 3797975

THE COMPANIES ACTS 1985 TO 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

CONDOR TRADE LIMITED

CIRCULATION DATE 25th September 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors propose that Resolution 1 (the "**Ordinary Resolution**") is passed as an ordinary resolution and Resolutions 2 and 3 (the "**Special Resolutions**") are passed as special resolutions

ORDINARY RESOLUTION

- 1 Subject to the passing of resolution 2 below, that the authorised share capital of the Company be reduced by £1000 by the cancellation of the authorised 1000 Ordinary Shares of £1 00 each in the capital of the Company

SPECIAL RESOLUTION

- 2 That the terms of the proposed contract, whereby the Company may become entitled and obliged to purchase 2 of its own Ordinary Shares of £1 00 each from Grooveflower Limited, a copy of which is signed by Paula Leslie for identification and attached as Appendix 1 to this resolution, be and they are hereby approved, and any director of the Company be and is hereby authorised to enter into the contract on behalf of the Company and to fulfil all obligations of the Company thereunder
- 3 Subject to the passing of resolution 2 above, that the regulations contained in the document attached as Appendix 2 to these resolutions and signed for identification purposes by the Company Secretary (the "**New Articles**") be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company

AGREEMENT

Please read the Notes attached to this document before signifying your agreement to the Ordinary Resolution and the Special Resolutions.

The undersigned (being the only person who is entitled to vote on the Ordinary Resolution and the Special Resolutions on the Circulation Date) hereby irrevocably agrees to the Ordinary Resolution and the Special Resolutions and we hereby acknowledge receipt of a copy of the proposed contract to which the resolution numbered 2 above relates

.....
Authorised for and on behalf of
GROOVEFLOWER LIMITED

WEDNESDAY



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COMPANIES HOUSE

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NOTES

- 1 You can choose to agree or disagree to the Ordinary Resolution and the Special Resolutions. If you agree with the Ordinary Resolution and the Special Resolutions, please indicate your agreement by signing and dating this document where indicated on the previous page and returning it to the Company before 5 00pm on 24th October 2008 (the “Lapse Date”) using one of the following methods:
 - 1 1 **By Hand** delivering the signed copy to the Company Secretary at 3rd Floor, 23 Lower Belgrave Street, London SW1W 0NR;
 - 1 2 **Post** returning the signed copy by post to the Company Secretary at 3rd Floor, 23 Lower Belgrave Street, London SW1W 0NR,
- 2 If you do not agree with the Ordinary Resolution and the Special Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Ordinary Resolution and the Special Resolutions, you may not revoke your agreement.
- 4 The Ordinary Resolution and the Special Resolutions are passed when the required majority of eligible members have signified their agreement to them.
- 5 If the Ordinary Resolution and the Special Resolutions are not passed by the Lapse Date it will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Ordinary Resolution and the Special Resolutions will be ineffective.
- 6 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 7 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

Date 25 September 2008

Company Number 3797975

THE COMPANIES ACTS 1985 AND 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

MA Surgeon
P. Smith

- OF -

CONDOR TRADE LIMITED

Adopted by special resolution of the Members of the Company passed on 25 September 2008

PRELIMINARY

- 1 In these Articles "Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Table A to F) Amendment Regulations 2007 (SI2007/2541) and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (SI2007/2826)
- 2 The regulations contained in Table A shall apply to the Company save insofar as they are excluded or modified by or inconsistent with the Articles hereinafter contained and such regulations and Articles shall be the Articles of the Company References herein to "Regulations" are to regulations of Table A
- 3 Regulations 3 (redeemable shares), 8 (lien), 24 (transfer of shares), 40-41 (quorum), 64 (number of directors), 65-68 inclusive (alternate directors), 76-78 inclusive (appointment and retirement of directors), 81 (disqualification and removal of directors), 89 (quorum in board meetings) and 94-98 inclusive (proceedings of directors), 118 (indemnity) and the last sentence of Regulation 84 shall not apply

In these Articles:-

"**2006 Act**" means the Companies Act 2006 (including any statutory modification or re-enactment thereof for the time being in force),

"**Act**" means the Companies Act 1985 (including any statutory modification or re-enactment thereof for the time being in force including without limitation any provisions of the 2006 Act for the time being in force),

"**Board**" means the Board of Directors of the Company,

"**Business Day**" means a day when banks are open in the City of London for the normal transaction of business,

"**Director**" means a director of the Company,

"**Ordinary Dollar Shares**" means ordinary shares of US\$1 00 each in the share capital of the Company having the rights set out in these Articles,

"**Ordinary Shareholders**" means the holders of the Ordinary Dollar Shares from time to time,

“Shares” means shares in the capital of the Company (of whatever class),

“Shareholders” means the then holders of Shares,

“Statutes” means the Act and every other statute, statutory instrument regulation or order for the time being in force concerning companies registered under the Act

Unless the contrary intention appears words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and incorporated associations

PRIVATE COMPANY

- 4 The Company is a private company within the meaning of the Act

SHARE CAPITAL

- 5 Subject to the provisions of these Articles and the Act, the Company may issue Shares which are to be redeemed, or are liable to be redeemed at the option of the Company or the holder on such terms and in such manner as the Company, before the issue of the Shares, by special resolution shall determine
- 6 Subject to the provisions of Section 80 of the Act, the Shares of the Company, whether forming part of the original capital of the Company or subsequently created, shall be under the control of the directors, who may allot, issue or grant options over or otherwise dispose of such Shares and may determine the rights to be attached thereto and the terms upon which they be allotted or issued
- 7 In accordance with Section 91 of the Act, sub-section (1) of Section 89 and sub-sections (1) to (6) inclusive of Section 90 of the Act shall be excluded from applying to the Company
- 8 The directors are generally and unconditionally authorised in accordance with Section 80 of the Act, to allot relevant securities up to the amount of the authorised but unissued share capital of the Company at the date of adoption of these Articles to such persons (including any director) on such terms and at such time or times as they think fit The authority hereby conferred on the directors shall be for a period of five years from the date of adoption of these Articles and entitle the directors to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities of the Company to be allotted after the expiry of that period

Words and expressions defined in or for the purpose of Section 80 of the Act shall have the same meanings in this Article

DIVIDENDS

- 9 Every dividend declared and paid by the Board shall be distributed to the holders of the Shares pro rata according to the amounts paid up or credited as paid up on the Shares held by them respectively and shall accrue on a daily basis

TRANSFER OF SHARES

- 10 The directors may, in their absolute discretion and without giving any reason for doing so, decline to register the transfer of any Share, whether or not a fully paid Share
- 11 The transferor of a Share 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

LIEN

- 12 The Company shall have a first and paramount lien on every Share, whether fully paid or not, registered in the name of any person, whether as sole or joint holder, indebted to the Company for all moneys due to the Company, whether in respect of that Share or not. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a Share shall extend to any dividend payable in respect of it. The registration of a transfer of a Share shall operate as a waiver of any lien of the Company thereon

NOTICE OF GENERAL MEETINGS

- 13 In every notice calling a general meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not also be a member. All notices and other communications relating to a general meeting which any member is entitled to receive shall also be sent to the auditors of the Company for the time being, but shall not also be sent to the directors of the Company in their capacity as such. Regulation 38 of Table A shall be modified accordingly

PROCEEDINGS AT GENERAL MEETINGS

- 14 No business shall be transacted at any meeting unless a quorum is present. Save whenever the Company shall have a single member (in which case the quorum shall be one), 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
- 15 Any general meeting where a quorum is not present within fifteen minutes shall stand adjourned and the member(s) so present shall reconvene the meeting for a period between seven and fourteen days from such adjourned meeting. If at any adjourned meeting such a quorum is not present within fifteen minutes from the time appointed for the adjourned meeting any one member present in person or by proxy shall constitute a quorum for the purpose of considering and if thought fit passing such resolution or resolutions
- 16 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notari ally or in some other way approved by the directors may be handed to the chairman immediately before the meeting and Regulation 62 of Table A shall be modified accordingly
- 17 With the approval of the directors, members may participate in any general meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting

NUMBER OF DIRECTORS

- 18 The number of directors shall be determined by ordinary resolution of the Company, but unless and until so fixed there shall be no maximum number of directors and the minimum number of directors shall be one. In the event of the minimum number of directors fixed by or pursuant to these Articles being one, the sole director shall have authority to exercise all the powers and discretions by these Articles expressed to be vested in the directors generally.

ALTERNATE DIRECTORS

- 19 Any director (other than an alternate director) may appoint to the office of alternate director another person who is either a director or a person approved for that purpose by the other directors (such approval not to be unreasonably withheld) and who is willing to act to be an alternate director. An alternate director may represent one or more directors.
- 20 The appointment of an alternate director shall automatically determine on any of the following events.
- 20 1 if his appointor shall determine the appointment,
 - 20 2 if he shall resign such appointment by written notice to the company,
 - 20 3 on the happening of any event which, if he were a director, would cause him to vacate the office of director, or
 - 20 4 if his appointor shall cease for any reason to be a director.
- 21 An alternate director shall be entitled -
- 21 1 to receive notice of all meetings of directors and of all committees of which his appointor is a member and to attend any such meeting,
 - 21 2 to one vote for every director whom he represents who is not personally present in addition to his own vote (if any) as a director at any meeting of the directors or of any committee of directors, or
 - 21 3 to sign a resolution in writing of the directors on behalf of every director whom he represents as well as on his own account if he himself is a director.

An alternate director shall not if he is absent from the United Kingdom be entitled to receive notices of meetings of directors or of committees of which his appointor is a member. At such meetings he shall count as only one for the purposes of determining whether a quorum is present.

- 22 An alternate director shall be entitled generally to perform all the functions of his appointor as a director in his absence but shall not as an alternate director be entitled to receive any remuneration from the Company, save that he may be paid by the Company that part (if any) of the remuneration otherwise payable to his appointor as his appointor may by notice in writing to the Company from time to time direct.

- 23 Any appointment or removal of an alternate director by a director, or the resignation of an alternate director, shall be by notice to the Company signed by the director making or revoking the appointment or by the resigning alternate director or in any other manner approved by the directors

DELEGATION OF DIRECTORS' POWERS

- 24 The directors may delegate any of their powers to committees consisting of such person or persons (whether directors or not) as they think fit. References in these Articles to a committee of directors or to a director as a member of such a committee shall include a committee or person referred to in this article. Regulation 72 of Table A shall be modified accordingly

APPOINTMENT, RETIREMENT AND REMOVAL OF DIRECTORS

- 25 The directors shall have the power to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors, subject to any maximum for the time being in force
- 26 The Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director
- 27 The office of a director shall be vacated if he -
- 27 1 ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director, or
 - 27 2 becomes bankrupt or makes any arrangement or composition with his creditors generally, or
 - 27 3 in the opinion of all the other directors becomes incapable by reason of mental disorder or illness or injury of discharging his duties as a director, or
 - 27 4 resigns his office by notice to the Company, or
 - 27 5 shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated

PROCEEDINGS OF DIRECTORS

- 28 Subject to Article 18 of these Articles, the quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any higher number shall be two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum
- 29 A director absent or intending to be absent from the United Kingdom may request the directors during his absence to send notice of meetings of the directors to him at such address within the United Kingdom as he may give to the Company for this purpose, but in the absence of such a request it shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Regulation 88 of Table A shall be modified accordingly

- 30 A director may vote at a meeting of directors or of a committee of directors (and may be counted for the purposes of determining whether a quorum is present at any such meeting) on any resolution concerning any matter in which he has, directly or indirectly, an interest which conflicts or may conflict with the interests of the Company provided that at or prior to such meeting he complies in respect of such a matter with the disclosure provisions of Section 317 of the Act. Compliance with Section 317 of the Act shall be sufficient disclosure by a director for the purpose of Regulations 85 and 86 of Table A.
- 31 Any director (including an alternate director) may participate in a meeting of the directors or a committee of the directors of which he is a member by means of a conference telephone or other communicating equipment whereby all persons participating in the meeting can hear each other. A person so participating shall be deemed to be present in person at such meeting and shall be entitled to vote or be counted in a quorum accordingly. 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 then is.
- 32 The words "in the like form" in Regulation 93 of Table A shall be replaced with the words "in the same terms".

INSURANCE AND INDEMNITY

- 33 The Company shall be entitled to purchase and maintain insurance for any officer or auditor of the Company against any liability attaching to such persons in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.
- 34 Subject to the provisions of the Act, the Company may indemnify every director, auditor or other officer of the Company against all costs, charges, losses, expenses and liabilities incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted to be done by him as an officer or auditor of the Company and in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144(3) or (4) or Section 727 of the Act in which relief is granted to him by the Court.