

Company No: 4039888

The Companies Acts 1985 and 1989


Company Limited by Shares

Written Resolutions

of

Westway Cooling Ltd

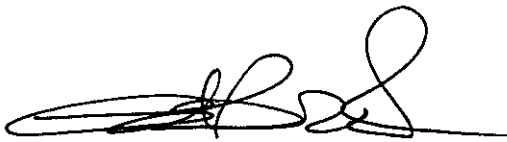
("the Company")

The following Resolutions were effectively passed on  February 2007 as written resolutions signed by the sole member of the above named Company:

Special Resolutions

1. **That** the form of Articles of Association annexed to this resolution and initialled by me for the purpose of identification be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the previous Articles of Association.
2. **That** the objects of the Company as set out in its Memorandum of Association be and they are hereby altered by the insertion of a new paragraph W:

"(W) Subject to and in accordance with a due compliance with the provisions of sections 155 to 158 (inclusive) of the Companies Act 1985 (as amended) (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of the Companies Act 1985 (as amended)) for any such purpose as is specified in section 151(1) and/or section 151(2) of the Companies Act 1985 (as amended)."



.....
**Certified to be a true copy
of the Resolutions passed**

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The Companies Act 1985 and 1989

Company Limited by Shares

Articles of Association

of

Westway Cooling Ltd

("the Company")

1. Preliminary

- 1.1 The Company is a private company and, subject as hereinafter provided and except where the same are varied or excluded by or inconsistent with these Articles, the Regulations contained or incorporated by reference in Table A in the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter called "**Table A**") shall apply to the Company and shall be deemed to form part of these Articles. References herein contained to "**Regulations**" are to Regulations in Table A and references herein to "**the Act**" are references to the Companies Act 1985 unless otherwise stated.
- 1.2 In Articles 8 and 11 "electronic" means actuated by electric, magnetic, electro-magnetic, electro-chemical or electro-mechanical energy and "by electronic means" means by any manner only capable of being so actuated.

2. Share Capital

- 2.1 The share capital of the Company is £1000 divided into 1000 Ordinary Shares of £1 each.

3. Allotment of Shares

- 3.1 The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to exercise any power to allot Ordinary Shares of £1 each (being relevant securities within the meaning of that Section) to such persons, on such terms and in such manner as they think fit, up to an aggregate nominal amount of the share capital of the Company at any time or times during the period of five years from the date of adoption of these Articles. The authority contained in this paragraph shall extend to the allotment of such shares (within such limit) after the expiry of such period pursuant to an offer or agreement so to do made by the Company within that period.
- 3.2 In accordance with Section 91 of the Act sub-section (1) of Section 89 and sub-sections (1) to (6) of Section 90 shall be excluded from applying to the Company.

4. Transfer of Shares

- 4.1 Provided that Article 4.2 does not apply the Board may, in its absolute discretion, and without giving any reason therefor, decline to register a transfer of any share, whether or not it is a fully paid share. Regulation 24 shall not apply to the Company

- 4.2 No transferor of shares charged by way of security to any bank or institution, or to any nominee of such a bank or institution (a "**Secured Institution**") and no Secured Institution or its nominee shall be required to give notice of their intention to transfer such shares to the Directors of the Company, or to offer such shares which are to be the subject of any transfer aforesaid to the members for the time being of the Company or any of them, and no such member shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not and the provisions of Article 4.1 of the Articles relating to transfers of shares shall not apply in respect of any such shares.

5. **Transmission of Shares**

The Directors may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within sixty days the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with. Regulation 31 shall be modified accordingly.

6. **General Meetings and Resolutions**

- 6.1 Every notice conveying a General Meeting shall contain a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not also be a Member; and notice 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 Auditor for the time being of the Company.
- 6.2 Regulation 41 shall be read and construed as if the words "and 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" were added at the end.
- 6.3 A resolution in writing signed by all Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such Members. Regulation 53 shall not apply to the Company.

7. **Appointment of Directors**

- 7.1 Regulation 64 shall not apply to the Company.
- 7.2 The number of the 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.
- 7.3 The Directors shall not be required to retire by rotation and accordingly regulations 73 to 80 inclusive shall not apply to the Company.
- 7.4 The holder or holders of more than half in nominal value of the shares giving the right to attend and vote at general meetings of the Company may remove a director from

office and appoint a person to be a director, but only if the appointment does not cause the number of directors to exceed that fixed by or in accordance with the Articles as the maximum number of Directors. The removal or appointment shall be effected by notice to the Company signed by or on behalf of the holder or holders. The notice may consist of several documents in similar form each signed by or on behalf of one or more holders and shall be left at or sent by post or facsimile transmission to the office or such other place designated by the Directors for the purpose. The removal or appointment takes effect immediately on deposit of the notice in accordance with the Articles or on such later date (if any) as is specified in the notice.

8. Notices

8.1 Without prejudice to regulations 112 to 116 inclusive in Table A the Company may give notice to a Member by electronic means provided that:

8.1.1 the Member has given his consent in writing to receiving notice communicated by electronic means and in such consent has set out an address to which the notice shall be sent by electronic means; and

8.1.2 the electronic means used by the Company enables the Member concerned to read the text of the notice.

8.2 A notice given to a Member personally or in a form permitted by Article 8.1 above shall be deemed to be given on the earlier of the day on which it is delivered personally and the day on which it was despatched by electronic means, as the case may be.

8.3 Regulation 115 in Table A shall not apply to a notice delivered personally or in a form permitted by Article 8.1 above.

9. Alternate Directors

9.1 Each Director shall have the power at any time to appoint as an alternate director either another Director or any other person approved for that purpose by a resolution of the Directors and, at any time, to terminate such appointment. Every appointment and removal of an alternate director shall be in writing signed by the appointor.

9.2 An alternate director so appointed shall not be entitled as such to receive any remuneration from the Company except only 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, but shall otherwise be subject to the provisions of these Articles with respect to Directors. An alternate director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.

9.3 An alternate director shall (subject to his giving to the Company address at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and of any committee of the Directors of which his appointor is a Member and to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and

exercise all functions, rights, powers and duties as a Director of his appointor and to receive notice of all General Meetings.

- 9.4 The appointment of an alternate director shall automatically determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor shall cease for any reason to be a Director otherwise than by retiring and being re-appointed at the same meeting
- 9.5 A Director or any other person may act as alternate director to represent more than one Director and an alternate director shall be entitled at meetings of the Directors or any committee of the Directors to one vote for every Director who 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.
- 9.6 Regulations 65 to 69 inclusive shall not apply to the Company.

10. **Powers of Directors**

- 10.1 The quorum necessary for the transaction of the business of the Directors shall be two, save where the Company shall have only one Director, when the quorum shall be one.
- 10.2 Subject to the provisions of the Act and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office:
 - 10.2.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is in any way interested;
 - 10.2.2 may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is in any way interested;
 - 10.2.3 may, or any firm or company of which he is a principal may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested;
 - 10.2.4 shall not, by reason of his office, be accountable to the Company for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit; and
 - 10.2.5 shall be entitled to vote and be counted in the quorum on any matter concerning paragraph 12.1.1 to 12.1.4 above
- 10.3 For the purposes of this Article:
 - 10.3.1 a general notice to the Directors that a Director is to be regarded as having an interest in a particular transaction or arrangement shall be deemed to be

a disclosure that the Director has an interest in any such transaction of the nature and to the extent specified in such general notice;

10.3.2 an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and

10.3.3 an interest of a person who is, for any purpose of the Act, connected with a Director shall be treated as an interest of the Director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without the prejudice to any interest which the alternate director has otherwise.

10.4 Regulations 85, 86 and 94 to 96 inclusive shall not apply to the Company.

10.5 The Directors may exercise the powers of the Company conferred in the Memorandum to provide for pensions and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers. Accordingly Regulation 87 shall not apply to the Company.

11. Board Meetings

11.1 A person in communication by electronic means with the chairman and with all other parties to a meeting of the Directors or of a committee of the Directors shall be regarded for all purposes as personally attending such a meeting provided that but only for as long as at such a meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by electronic means.

11.2 A meeting at which one or more of the Directors attends by electronic means is deemed to be held at such place as the Directors shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the Directors attending the meeting are physically present, or in default of such a majority, the place at which the chairman of the meeting is physically present.

12. Disqualification of Directors

12.1 The office of a Director shall be vacated if:

12.1.1 he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or

12.1.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

12.1.3 he becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or

12.1.4 he resigns his office by notice to the Company; or

12.1.5 he is removed from office by notice given under 9(d)

12.2 Regulation 81 shall not apply to the Company.

13. Indemnity

13.1 Every Director or other officer 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, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, 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 in so far as its provisions are not avoided by Section 310 of the Act. Accordingly, Regulation 118 shall not apply to the Company.

14. Sole Member

14.1 If and for so long as the Company has only one Member:

14.2 in relation to a general meeting, the sole Member or a proxy for that Member of (if the Member is a corporation) a duly authorised representative of that Member is a quorum and article 26 is modified accordingly;

14.3 a proxy for the sole Member may vote on a show of hands;

14.4 the sole Member may agree that any general meeting, other than a meeting called for the passing of an elective resolution, be called by shorter notice than that provided for by the articles; and

14.5 all other provisions of the articles apply with any necessary modification (unless the provision expressly provides otherwise).

15. Lien

15.1 The lien conferred by Regulation 8 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 up 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 of two or more joint holders for all monies presently payable by him or his estate to the Company. Furthermore, such lien shall extend to all amounts payable in respect of a share. Regulation 8 shall be modified accordingly.

15.2 Notwithstanding anything contained in these Articles, the Company shall have no lien on any shares which:

15.2.1 have been charged by way of security to a Secured Institution; or

- 15.2.2 are the subject of a transfer of shares delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; and
- 15.2.3 are the subject of a transfer of shares executed by a Secured Institution or its nominee or any receiver pursuant to the power of sale or other power under such security.