

Company Number 4306749

THE COMPANIES ACT 1985

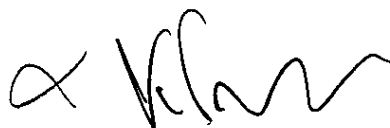
SPECIAL RESOLUTION

of NEMISYS ENTERPRISES LIMITED

At a General Meeting of the members of the above-named company, duly convened and held at Janelle House, Hartham Lane. Hertford, on the 1st day of February 2009, the following Special Resolutions were duly passed:-

(1) IT WAS RESOLVED that the Articles of Association as annexed hereto and already approved by this Meeting, are hereby adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, all existing Regulations thereof.

(2) IT WAS RESOLVED that authority be given to the Directors of the Company in all matters relating to the designation of the Ordinary Shares and of the "A" Ordinary shares of the Company.



DIRECTOR

BIRR LEGAL SERVICES
CROWN HOUSE
64 WHITCHURCH ROAD
CARDIFF CF14 3LX
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TUESDAY



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COMPANIES HOUSE

The Companies Act 1985/2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of NEMISYS ENTERPRISES LIMITED

PRELIMINARY

1. (a) Table A (called "Table A" in these Articles of Association) of the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 (as it relates to a private company) shall apply to the Company. Such Regulations (except those which are excluded or varied by the following Articles of Association) and the following Articles of Association shall be the Articles of Association of the Company. References to "the Act" means the Companies Act 1985

(b) Regulations 24, 35, 40, 77 to 81 and 118 of Table A shall not apply to the Company.

(c) The expressions "relevant securities" and "equity securities" wheresoever appearing herein, shall bear the meaning ascribed to them by the Act.

SHARES

2.(a) The capital of the Company is £100,000 divided into 990,000 Ordinary Shares of £0.10p each and 10,000 "A" Ordinary Shares of £0.10p each. The said "A" Ordinary Shares shall not be entitled to participate in any dividends; in all other rights the "A" shares shall rank *pari passu* in all respects except as provided and pursuant to regulation 8(a) of the Articles of Association of the Company. The shares which are in issue at the date of the adoption of this Article shall be designated Ordinary Shares, otherwise the Ordinary shares of the Company shall be designated by the Directors of the Company as Ordinary Shares or "A" Ordinary Shares at the time of their allotment and issue.

(b) Subject to the provisions of Table A and to the following provisions of these Articles, the Directors shall have authority to exercise any power of the Company to offer, allot or otherwise dispose of any shares in the Company, or any relevant securities, to such persons, at such times and generally on such terms and conditions as they think proper provided that (insofar as the Company in General Meeting shall not have varied, renewed or revoked the said authority):

(i) The Directors shall not be authorised to make any offer or allotment of shares in the Company, or grant any right to subscribe for, or to convert any securities into, shares in the

Company if such allotment, or any allotment in pursuance of such offer or right, would or might result in the aggregate of the shares or stock in issue exceeding, in nominal value, the amount of the Authorised Share Capital of the Company for the time being, and such limitation shall determine the maximum amount of the relevant securities which at any time remain to be allotted by the Directors hereunder.

(ii) The period within which the said authority to allot relevant securities may be exercised shall be limited to five years, commencing upon the date of the adoption of this Article.

(c) Any offer or agreement in respect of relevant securities, which is made prior to the expiration of such authority and in all other respects within the terms of such authority, shall be authorised to be made notwithstanding that such offer or agreement would or might require relevant securities to be allotted after the expiration of such authority and, accordingly, the Directors may at any time allot any relevant securities in pursuance of such offer or agreement.

(d) The authority conferred upon the Directors to allot relevant securities may at any time, by Ordinary Resolution of the Company in General Meeting, be revoked, varied or renewed (whether or not it has been previously renewed hereunder) for a further period not exceeding five years.

3. Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities by the Company. The shares comprised in the initial allotment by the Company shall be at the disposal of the Directors as they think proper but thereafter, unless otherwise determined by Special Resolution of the Company in General Meeting, any relevant securities shall, before they are allotted on any terms to any person, be first offered on the same or more favourable terms to each person who holds shares in the Company in the proportion which is, as nearly as practicable, equal to the proportion in nominal value held by him of the aggregate of such shares in issue.

Such offer shall be made by notice in writing specifying the number of shares offered and the period, being not less than twenty one days, within which the offer, if not accepted, will be deemed to have been declined. After the expiration of such period, or on receipt of notice of the acceptance or refusal of every offer so made, the Directors may, subject to these Articles, dispose of such securities as have not been taken up in such manner as they think proper. The Directors may, in like manner, dispose of any such securities as aforesaid, which by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in the manner hereinbefore provided.

4. (a) No share shall be issued at a discount.

(b) The Company shall not have power to issue share warrants to bearer.

(c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

5. Subject to the provisions of Part V of the Act:-

(a) The Company may purchase any of its own shares, provided that the terms of any contract under which the Company will or may become entitled or obliged to purchase its own shares

shall be authorised by Special Resolution of the Company in General Meeting before the Company enters into the contract.

(b) The Company shall be authorised, in respect of the redemption or purchase of any of its own shares, to give such financial assistance, or to make such payments out of capital as may be permissible in accordance with the Act, provided that any such assistance or payment shall first be approved by Special Resolution of the Company in General Meeting.

LIEN

6. In regulation 8 of Table A, the words "(not being a fully paid share)" shall be omitted. The Company shall have a first and paramount lien on all shares standing registered in the name of any person (whether he be the sole registered holder thereof or one of two or more joint holders) for all monies presently payable by him or his estate to the Company.

TRANSFER OF SHARES

7. The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share.

DIVIDENDS

8.(a) Subject to the provisions of the Companies Act 1985, the Company may by Ordinary Resolution declare dividends to the holders of the Ordinary Shares of the Company in accordance with the respective rights of the members but no dividend shall exceed the amount recommended by the Directors.

(b) Regulations 102 to 108 and 110 of Table A shall be modified accordingly.

NON EXECUTIVE DIRECTORS

9. (a) The Directors shall be entitled at any time and from time to time to appoint any person or any number of persons to be a Non Executive Director or Non Executive Directors of the Company.

(b) The following provisions are all the provisions which shall apply to the appointment and office of a Non Executive Director:-

(i) A Non Executive Director shall be expressly designated "Non Executive Director" at the time of his or her appointment; and

(ii) The Directors may in their absolute discretion determine the terms of appointment and of the office of any Non Executive Director at the time of appointment or subsequently; and

(iii) The Directors may remove any Non Executive Director from office at any time; and

(iv) A Non Executive Director shall be entitled to receive notice of and to attend but not to vote at Meetings of Directors; a Non Executive Director shall not be entitled to attend Meetings of any Committee of Directors nor by virtue only of being a Non Executive Directors to attend General Meetings of the Company; and

(v) A Non Executive Director shall:-

(a) not be a Director or deemed to be a Director within the meaning of Section 741 of the Companies Act 1985 or any similar re-enactment

(b) not count for the purposes of any quorum requirements relating to meetings of Directors of the Company

(vi) All other references to or definitions of Director and Directors in the Memorandum and Articles of Association of the Company shall not apply to a Non Executive Director.

PROCEEDINGS AT GENERAL MEETINGS

9. At the end of regulation 38 of Table A there shall be inserted the following: "In every notice of a general meeting there shall appear the statement referred to in Section 325 of the Companies Act 2006 in relation to the right of members to appoint proxies".

10. (a) No business shall be transacted at any Meeting unless a quorum is present. Two members entitled to attend at that Meeting, present in person, or by proxy or (in the case of a corporation) a duly authorised representative shall be a quorum. At the end of regulation 41 of Table A there shall be inserted the following: "If within half an hour from the time appointed for the holding of an adjourned meeting a quorum is not present, the members present shall be a quorum".

(b) In regulation 59 of Table A, the second sentence shall be omitted.

11. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their respective 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.

APPOINTMENT AND REMOVAL OF DIRECTORS

12. The first Directors will be the person or persons named in the statement delivered to the Registrar of Companies in accordance with section 10 of the Act. 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.

13. In addition and without prejudice to the provisions of Section 168 of the Companies Act 2006 the Company may by Ordinary Resolution remove any Director before the expiration of his period of office. Subject to the provisions of Table A and Section 168 as above Act, 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. In regulation 38 of Table A the words "or a resolution appointing a person as a Director" shall be omitted.

14. The office of a Director shall be vacated if :-

(a) he ceases to be a Director by virtue of any provision of the Acts or he becomes prohibited by law from being a Director; or

(b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) he is, or may be suffering from mental disorder and, in relation thereto, he is admitted to hospital for treatment or an order is made by any court having jurisdiction in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;

(d) he resigns his office by notice to the Company.

PROCEEDINGS OF DIRECTORS

15. (a) If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly.

(b) In regulation 64 of Table A for the word "two" there shall be substituted the word "one" and in the first sentence of regulation 89 of Table A for the word "two" there shall be substituted the word "one".

16. An appointment or removal of an alternate Director may be effected at any time by notice in writing to the Company given by his appointor. An alternate Director may also be removed from his office by not less than twenty four hours' notice in writing to the Company and to the appointor given by a majority of his co-Directors. This Article shall have effect in substitution for regulation 68 which shall not apply to the Company.

BORROWING POWERS

17. The Directors may exercise all the powers of the Company to borrow money and to mortgage or 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.

DIRECTORS' INTERESTS

18. A Director may vote in respect of any contract or arrangement in which he, or any person with whom he is connected, is interested and be counted in the quorum present at any meeting of the Directors or, if otherwise so entitled, at any General Meeting of the Company at which any such contract or arrangement is proposed or considered, and if he shall so vote, his vote shall be counted. This Article shall have effect in substitution for regulations 94 to 98 inclusive of Table A, which regulations shall not apply to the Company.

INDEMNITY

19 (a) Subject to the provisions of Sections 309A and 309B of the Act every Director, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

(b) The Directors shall have power to purchase and maintain at the expense of the Company an insurance policy for any Director (including an alternate Director) and any Officer against any such liability as is referred to in Section 309A(5) of the Act.

SECRETARY

20. The first Secretary or Secretaries of the Company shall be the person or persons named as such in the statement delivered under Section 10 of the Act.