

Company Number: 4375868

THE COMPANIES ACTS 1985 & 1989

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

- OF -

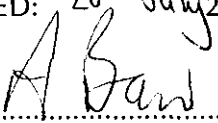
KETLON LIMITED ("the Company")

We, the undersigned, being as of today's date the sole registered holder of all the issued shares of the Company conferring a right to attend and vote at a general meeting of the Company do in accordance with Article 53 of Table A of the Companies (Tables A to F) Regulations 1985 as incorporated in the Company's Articles of Association hereby RESOLVE as follows:

WRITTEN RESOLUTIONS

1. THAT the regulations contained in the document now produced to the Meeting, and signed by the Chairman by way of identification, 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.

DATED: 26th July 2005


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A. BARR for and on
behalf of SECKLOE 165 LIMITED



THE COMPANIES ACT 1985-1989

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COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

(as adopted by Written Resolution dated 26th July 2005)

of

KETLON LIMITED
(registered number 4375868)

1. **PRELIMINARY**

- 1.1 The regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (as amended) ('Table A') shall apply to the company save in so far as they are hereby modified or excluded.
- 1.2 Regulations 8 to 22 inclusive, 24, 25, 26, 64 to 69 inclusive, 73 to 80 inclusive, and 89 and 94 of Table A shall not apply to the company.
- 1.3 References in Table A and in these Articles to writing shall include typewriting, printing, lithography, photography and fax messages and other means of representing or reproducing words in a legible and non-transitory form.
- 1.4 In these Articles 'Holding Company' means a company which is the registered holder of not less than 90% of the issued shares.
- 1.5 The company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the company

and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the company with a view to all or any of those shares or debentures being offered for sale to the public.

2. SHARES AND ALLOTMENT

2.1 At the date of the adoption of these Articles the share capital of the company is £100 divided into 100 ordinary shares of £1 each.

2.2 The directors may unconditionally exercise the power of the company to allot relevant securities (within the meaning of Section 80(2) of the Act).

2.3 The general authority conferred by Article 2.2 shall:

2.3.1 extend to all relevant securities of the company unissued as at the date of adoption of this article;

2.3.2 expire on the fifth anniversary of the adoption of these Articles unless varied or revoked or renewed by the company in general meeting; and

2.3.3 entitle the directors to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry thereof.

2.4 Subject to and without prejudice to the generality of the provisions of Article 2.5 below any shares unissued at the date of the adoption of these Articles and any shares hereafter created shall be under the control of the directors who may allot, grant options over or otherwise deal with or dispose of the same to such persons (including the directors themselves) on such terms and in such manner as they think fit, provided that no shares shall be issued at a discount.

2.5 In accordance with Sections 89(1), 90(1) to (6) inclusive and 91(1) of the Act shall be excluded from applying to the company.

2.6 The directors shall register a transfer of shares which is presented for registration duly stamped.

2.7 Notwithstanding anything to the contrary contained in these Articles, the Company

and the Directors shall not be entitled to exercise any lien which the Company has in respect of shares which have been charged by way of security.

- 2.8 Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration of any shares where such transfer is executed by any person to whom such shares have been charged by way of security, or by any nominee of any such person, pursuant to a power of sale under such security, and a certificate by any such person or any employee of any such person that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts.

3. **PROCEEDINGS AT GENERAL MEETINGS**

- 3.1 Regulation 40 of Table A shall be deleted and the following substituted therefor:
'No business shall be transacted at any meeting unless a quorum is present. One person entitled to vote being a member registered as the holder of not less than 90% of the issued shares or a proxy for such member or a duly authorised representative of a Holding Company shall be a quorum. Otherwise 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.'
- 3.2 A poll may be demanded at any general meeting by the chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be modified accordingly.
- 3.3 The first sentence of Regulation 38 of Table A shall be amended by deleting the words '*or a resolution appointing a person as a director*'.
- 3.4 Notices of meetings need not be given to the directors as such and Regulation 38 of Table A is modified accordingly.
- 3.5 If and so long as there is only one member of the company, a decision taken by the member which may be taken in general meeting is as effective as if agreed by the company in general meeting.

- 3.6 A decision taken by a sole member of the company under Article 3.5 above (unless taken by way of written resolution) shall be recorded in writing and a copy provided to the company.

4. VOTES OF MEMBERS

- 4.1 A proxy shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be modified accordingly. An instrument appointing a proxy shall be deemed to confer authority to vote on any amendment or a resolution put to the meeting for which it is given as the proxy thinks fit and shall be valid as well for any adjournment of the meeting as for the meeting to which it relates.

5. APPOINTMENT, DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 5.1 The directors shall not be liable to retire by rotation.
- 5.2 A director shall not be required to hold any share qualification.
- 5.3 The minimum number of directors shall be one and unless otherwise determined by ordinary resolution, the number of directors is not subject to a maximum. A sole director may exercise all the powers and discretions given to the company by these Articles.
- 5.4 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.
- 5.5 *If and so long as there is a Holding Company or a member registered as the holder of not less than 90% of the issued shares of the company, the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as and against all other provisions of these Articles:*
- 5.5.1 the Holding Company or a member registered as the holder of not less than 90% of the issued shares of the company may at any time and from time to time appoint any person to be a director or remove from office any director however appointed but so that in the case of a managing director his removal from office shall be deemed an act of the company and shall have

effect without prejudice to any claim for damages in respect of the consequent termination of his executive office;

5.5.2 no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Holding Company or a member registered as the holder of not less than 90% of the issued shares of the company;

5.5.3 any or all powers of the directors shall be restricted in such respects and to such extent as the Holding Company or a member registered as the holder of not less than 90% of the issued shares of the company may by notice to the company from time to time lawfully prescribe.

5.6 Any such appointment, removal, consent or notice shall be in writing served on the company and signed on behalf of the Holding Company by any two of its directors or by any one of its directors and its secretary or some other person duly authorised for the purpose or by a member registered as the holder of not less than 90% of the issued shares of the company. No person dealing with the company shall be concerned to see or enquire as to whether the powers of the directors have been in any way restricted hereunder or as to whether any requisite consent of the Holding Company or a member registered as the holder of not less than 90% of the issued shares of the company has been obtained and no obligation incurred or security given or transaction effected by the company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the directors.

6. PROCEEDINGS OF THE DIRECTORS

6.1 Subject to the provisions of Section 317 of the Act, a director may vote on any contract or arrangement in which he is interested and on any matter arising therefrom and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration. Regulation 95 of Table A shall be modified accordingly and Regulation 96 shall not apply.

6.2 Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of conference, telephone or similar

communications equipment whereby all participating in the meeting can hear each other and participation in such a meeting in this manner shall be deemed to constitute presence in person at such meeting.

- 6.3 The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be one.

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